

22 August 2019

Singapore Exchange Securities Trading Limited
4 Shenton Way
#02-01, SGX Centre 2
Singapore 068807
Republic of Singapore

Dear Sir/Madam

EMTN Programme

Issuer: Pacific National Finance Pty Ltd (formerly Asciano Finance Limited)
Securities: ASCIANO FINGBP300M5%N230919
 ASCIANO FINUS\$400M4.75%N280322

Attached is the financial report for the year ended 30 June 2019 for Pacific National Holdings Pty Ltd (formerly Asciano Limited), the parent entity of Pacific National Finance Pty Ltd.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Kate Bowman'.

Kate Bowman
Chief Legal Officer and Company Secretary
Pacific National

A thick orange vertical bar on the left side of the footer.

Sydney

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Pacific National Pty Ltd
ACN 098 060 550

PACIFIC NATIONAL HOLDINGS PTY LTD (formerly ASCIANO LIMITED)

ABN 26 123 652 862

FINANCIAL REPORT

For the year ended 30 June 2019

Pacific National comprises of Pacific National Holdings Pty Ltd and its controlled entities

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The Directors present their report, together with the financial report of Pacific National Holdings Pty Ltd ("the Company" or "Parent") and its controlled entities (collectively referred to as "Pacific National" or "the Group"), for the year ended 30 June 2019.

1. Directors

The Directors of Pacific National Holdings Pty Ltd at any time during or since the end of the financial year were as follows:

Russell Smith
Dean Dalla Valle
Andrew Alley
Jerry Divoky
John Hextall
Colin Mugglestone
Deborah O'Toole
Garry Pritchard
Robert Stewart
Jeffrey Coates (alternate director)
Paul Bernath (alternate director)
William Thomson (alternate director)

2. Principal activities

The principal continuing activities of the Company during the course of the financial year were the management of rail assets and associated operations and services.

3. Operating and financial review

Overview

Pacific National's vision is to be Australia's recognised leader for safe, innovative and sustainable rail freight solutions. Pacific National's strategy is to transform our business and the rail freight industry. There are three key pillars to this strategy:

- Operational and commercial excellence – radically improve the way we do business;
- Strengthen our core markets – build lasting partnerships; and
- Grow our business and the industry – create new growth opportunities.

Significant transactions during the year

In July 2017 Pacific National entered into a binding agreement with Aurizon to purchase the Acacia Ridge Intermodal Terminal in Brisbane, Queensland. Separately, in August 2017 Pacific National also entered into a binding agreement to buy the Aurizon Queensland Intermodal Business as part of a consortium with Linfox. These transactions were subject to approval by the Australian Competition & Consumer Commission ("ACCC") and Foreign Investment Review Board. Total consideration for the two transactions was \$225.0 million, inclusive of \$5.0 million paid in February 2018 as the transactions had not yet completed within six months of signing. On 19 July 2018 the ACCC announced that it had formed the view that the proposed acquisitions of Aurizon's Acacia Ridge Intermodal Terminal and Queensland Intermodal Business by Pacific National should not proceed and commenced proceedings against Pacific National and Aurizon in relation to the proposed acquisitions in the Federal Court of Australia. The Federal Court Proceedings concluded in February 2019.

The Federal Court's decision was handed down in May 2019 and found in favour of Pacific National that the acquisition of Aurizon's Acacia Ridge Terminal with the access undertaking offered by Pacific National does not substantially lessen competition. In June 2019 the ACCC submitted a notice of appeal against the decision of the Federal Court. Pacific National will be defending this appeal. At the date of signing these financial statements no date has been set for the appeal. No amount has been recognised in these financial statements in relation to this matter.

In August 2018 Aurizon exercised its right to terminate the binding agreement to sell the Aurizon Queensland Intermodal Business to Pacific National and Linfox for \$20.0 million, which resulted in Pacific National being refunded its \$10.0 million bid bond.

Operating and financial review (continued)

Financing

Pacific National's funding consists of a mix of revolving bank credit facilities, US dollar denominated 10 and 12 year bonds (swapped to Australian dollars), GBP denominated 10 year bonds (swapped to Australian dollars), AUD denominated 10 year bonds and a bank guarantee facility. Pacific National's loans and borrowings mature in the period between September 2020 and March 2028.

On 11 September 2018 Pacific National amended and restated its Syndicated Facility Agreement and entered into two new \$500.0 million tranches and one \$200.0 million tranche. Each tranche is a revolving facility and they mature in September 2021, September 2022 and September 2023 respectively. At the same time the remaining \$650.0 million tranche that existed prior to the amendment and restatement was cancelled. On 16 January 2019 Pacific National reduced its bank guarantee facility from \$100.0 million to \$65.0 million.

Pacific National had total committed bank credit facilities of \$1,265.0 million (30 June 2018: \$750.0 million), which includes \$1,200.0 million of corporate purposes bank facilities and the \$65.0 million bank guarantee facility (30 June 2018: \$650.0 million and \$100.0 million respectively). Of the total committed credit facilities, \$55.0 million of the corporate purpose bank facilities were drawn and \$49.7 million relating to bank guarantees were utilised at 30 June 2019 (30 June 2018: \$nil and \$47.1 million respectively), leaving undrawn credit facilities at 30 June 2019 of \$1,160.3 million (30 June 2018: \$702.9 million).

Review and results of operations

Pacific National reported a net profit after tax from continuing operations ("NPAT") of Pacific National Holdings Pty Ltd of \$234.9 million (30 June 2018: \$229.0 million). The reported NPAT for the current reporting period included material items loss of \$7.9 million for costs mainly in connection with the restructuring of the Pacific National business and costs borne with respect to the transactions with Aurizon (30 June 2018: material items loss of \$8.6 million).

A reconciliation of the reported NPAT to the underlying NPAT for continuing operations and for the various components of the after tax material items is provided in the table below:

	2019 \$M	2018 \$M
Statutory NPAT attributable to the owners of Pacific National Holdings Pty Ltd for continuing operations	234.9	229.0
Legal and other costs related to transactions with Aurizon (net of any tax benefit)	7.2	7.6
Pacific National restructure (net of tax benefit)	0.7	1.0
Total material items after tax	7.9	8.6
Underlying NPAT attributable to the owners of Pacific National Holdings Pty Ltd	242.8	237.6

Pacific National reported a 5% increase in profit before tax to \$343.4 million (30 June 2018: profit before tax of \$327.0 million). The result was mainly due to strong coal volumes in Queensland, with the market benefiting from high metallurgical coal prices, and by efficiency savings (labour and asset utilisation) from the Group's transformation programme, offset by lower grain volumes as a result of drought conditions in much of Australia and production issues in the New South Wales coal market.

4. Dividends

No dividends were declared or paid by the Company for the current reporting period ended 30 June 2019 (30 June 2018: 16.44 cents per share, unfranked). Pacific National paid an aggregate \$506.2 million return of capital to shareholders during the current reporting period (30 June 2018: \$nil).

5. Business strategies, prospects and likely developments

The operating and financial review sets out information on the business strategies and prospects for future financial years and refers to likely developments in Pacific National's operations and the expected results of those operations in future financial years. Information is provided to enable stakeholders to make an informed assessment about the business strategies and prospects for future financial years of the Group. Information that could give rise to likely material detriment to Pacific National, for example, information that is commercially sensitive, confidential or could give a third party a commercial advantage has not been included.

6. Events subsequent to the reporting date

There has not arisen in the period between 30 June 2019 and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Board, to affect significantly the operations of Pacific National, the results of those operations, or the state of affairs of Pacific National in future financial years.

7. Indemnification and insurance of officers and auditors

Indemnification

Subject to the following, no indemnity was given or insurance premium paid during or since the end of the financial year for a person who is or has been an officer or auditor of the Company.

The Company's Constitution provides that a person who is or has been a Director or Secretary of the Company may be indemnified by the Company against any liability incurred by the person in that capacity in or arising out of conduct of the business of the Company or the wholly owned subsidiary (as the case may be) or in or arising out of the discharge of their duties as a Director or Secretary. The indemnity does not apply to the extent that the Company is forbidden by statute to indemnify the person or the indemnity would, if given, be made void by statute.

The Company has paid premiums for directors' and officers' liability insurance in respect of Directors, Secretaries and Executive Officers of the Pacific National Group as permitted by the Corporations Act 2001. The terms of the insurance policy prohibit disclosure of details of the nature of the liabilities covered by, and the amounts of the premiums payable under, that insurance policy.

In addition, each Director has entered into a Deed of Indemnity and Access which provides for indemnity against liability as a Director, except to the extent of indemnity under an insurance policy or where prohibited by statute. The deed also entitles the Director to access Company documents and records, subject to undertakings as to confidentiality.

To the extent permitted by law, the Company has agreed to indemnify its auditors, KPMG, as part of its standard terms of its audit engagement against claims by third parties arising from the audit (for an unspecified amount).

No payment with respect to such indemnity has been made to KPMG during or since the financial year.

Insurance premium

During the financial year, the Company, its subsidiaries and parent entities paid premiums of \$154,000 in respect of directors' and officers' liability and legal expenses' insurance contracts for the year ended 30 June 2019 (2018: \$113,772). Such insurance contracts insure against certain liability (subject to specific exclusions) persons who are or have been directors or executive officers of the Company.

The Directors have not included details of the nature of the liabilities covered in respect of the directors' and officers' liability and legal expenses insurance contracts, as such disclosure is prohibited under the terms of the contract.

The Group's operations are subject to environmental regulation under both Commonwealth and State legislation in relation to fuel usage emission. Pacific National's vision is committed to conducting business activities in a way that minimises adverse environmental impacts and delivers continual improvement in environmental performance. To achieve this, Pacific National will:

- monitor and comply, at a minimum, with all applicable legal and other requirements and conduct activities in accordance with relevant industry codes and standards;
- systematically identify and proactively manage environmental risks to reduce the potential for harm to people, property, community or the environment;
- incorporate environmental considerations into decision-making and procurement processes;
- communicate openly and work with our stakeholders, including community, regulators, customers and others to identify areas for improvement and improve performance;
- set and review internal environmental objectives and targets, and implement programs to achieve these;
- measure and report on our environmental performance to our internal and relevant external stakeholders; and
- implement verification processes to ensure compliance with this policy and to drive continuous improvement of our environmental performance.

The board is not aware of any significant breaches during the period covered by this report.

9. Rounding of amounts

Pacific National Holdings Pty Ltd is an entity of a kind referred to in Australian Securities and Investments Commission ("ASIC") Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. In accordance with that Instrument, amounts in the Directors' Report and the financial statements have been rounded to the nearest one hundred thousand dollars unless otherwise stated.

Signed pursuant to a resolution of the Directors.



Russell Smith

Chairman

21 August 2019



Dean Balla Valle

Chief Executive Officer

21 August 2019



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Pacific National Holdings Pty Ltd

I declare that, to the best of my knowledge and belief, in relation to the audit of Pacific National Holdings Pty Ltd for the financial year ended 30 June 2019 there have been:

- i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

Steve Gatt
Partner
Sydney
21 August 2019

Consolidated Statement of Profit or Loss

For the year ended 30 June 2019

	Note	2019 \$M	2018 \$M
Revenue from services rendered	2.3	2,487.2	2,457.6
Other income	2.3	48.9	30.6
Operating expenses excluding depreciation and amortisation:			
Employee benefits		(592.9)	(564.3)
Rail access		(501.7)	(529.1)
Fuel, oil and power		(269.1)	(228.6)
Repairs and maintenance		(145.6)	(163.3)
Lease and hire		(12.6)	(46.5)
Insurance		(8.8)	(10.2)
Other		(126.1)	(139.3)
Profit before depreciation, amortisation, net finance costs and tax		879.3	806.9
Depreciation		(314.0)	(253.0)
Amortisation		(12.5)	(31.0)
Profit before net finance costs and tax		552.8	522.9
Interest income	4.6	2.1	6.1
Interest expense		(186.8)	(182.5)
Other financing expenses		(19.9)	(23.7)
Credit value adjustment and fair value movements of undesignated derivatives		(4.8)	4.2
Finance expense	4.6	(211.5)	(202.0)
Net finance expense		(209.4)	(195.9)
Profit before tax		343.4	327.0
Tax expense	2.4	(108.5)	(98.0)
Profit from continuing operations		234.9	229.0
Loss from discontinued operations	2.2	–	(18.0)
Profit after tax		234.9	211.0
Attributable to:			
Owners of Pacific National Holdings Pty Ltd	4.10	234.9	211.0
		234.9	211.0

The above Consolidated Statement of Profit or Loss should be read in conjunction with the accompanying notes.

Consolidated Statement of Comprehensive Income

For the year ended 30 June 2019

	Note	2019 \$M	2018 \$M
Profit after tax		234.9	211.0
Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss:			
Defined benefit superannuation funds actuarial (losses)/gains	6.1	(14.4)	2.3
Income tax benefit/(expense) on items that will not be reclassified to profit or loss	6.1	4.3	(0.7)
Total items that will not be reclassified to profit or loss net of tax		(10.1)	1.6
Items that may be reclassified subsequently to profit or loss:			
Effective portion of changes in fair value of cash flow hedge	4.6	0.1	(14.7)
Income tax benefit on items that may be reclassified subsequently to profit or loss	4.6	–	4.5
Total items that may be reclassified subsequently to profit or loss net of tax		0.1	(10.2)
Other comprehensive loss net of tax		(10.0)	(8.6)
Total comprehensive income		224.9	202.4
Total comprehensive income attributable to:			
Owners of Pacific National Holdings Pty Ltd		224.9	202.4
		224.9	202.4
Total comprehensive income attributable to owners of Pacific National Holdings Pty Ltd from:			
Continuing operations		224.9	220.4
Discontinuing operations		–	(18.0)
		224.9	202.4

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position

As at 30 June 2019

	Note	2019 \$M	2018 \$M
Current assets			
Cash and cash equivalents	4.2	67.7	171.9
Trade and other receivables	4.2	280.8	274.2
Prepayments and other assets		11.9	18.5
Inventories	3.5	23.4	15.7
Derivative financial assets	4.4	8.4	6.2
Total current assets		392.2	486.5
Non-current assets			
Property, plant and equipment	3.1	2,955.4	2,970.5
Lease assets	3.2	247.2	–
Intangible assets	3.4	948.4	908.1
Prepayments and other assets		–	30.1
Derivative financial assets	4.4	436.3	309.2
Net deferred tax assets	2.4	148.9	207.9
Total non-current assets		4,736.2	4,425.8
Total assets		5,128.4	4,912.3
Current liabilities			
Trade payables	4.3	111.7	116.2
Other payables and accrued expenses	4.3	184.6	185.2
Provisions	2.5	12.5	15.5
Employee benefits	6.1	91.3	82.9
Lease liabilities	3.2	34.9	–
Derivative financial liabilities	4.4	42.2	44.5
Total current liabilities		477.2	444.3
Non-current liabilities			
Other payables and accrued expenses	4.3	126.8	89.5
Provisions	2.5	37.0	35.6
Employee benefits	6.1	75.4	67.9
Lease Liabilities	3.2	222.2	–
Loans and borrowings	4.3	3,083.1	2,910.3
Derivative financial liabilities	4.4	72.3	49.1
Total non-current liabilities		3,616.8	3,152.4
Total liabilities		4,094.0	3,596.7
Net assets		1,034.4	1,315.6
Equity			
Contributed equity	4.9	5,112.6	5,618.8
Reserves	4.8	(4,999.4)	(4,999.4)
Retained earnings	4.10	921.2	696.2
Total equity		1,034.4	1,315.6

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2019

\$M	Contributed equity	Reserves	Retained earnings	Total
Balance at 1 July 2017	5,618.8	(2,022.8)	(2,322.4)	1,273.6
Profit after tax	–	–	211.0	211.0
Other comprehensive income:				
Net movement in cash flow hedge reserve	–	(14.7)	–	(14.7)
Defined benefit superannuation funds actuarial gains	–	–	2.3	2.3
Income tax benefit/(expense) on OCI	–	4.5	(0.7)	3.8
Total comprehensive income	–	(10.2)	212.6	202.4
Transactions with owners in their capacity as owners:				
Dividends declared	–	(160.4)	–	(160.4)
Employee equity benefits	–	–	–	–
Reserves transferred to retained earnings	–	(2,806.0)	2,806.0	–
	–	(2,966.4)	2,806.0	(160.4)
Balance at 30 June 2018 and 1 July 2018	5,618.8	(4,999.4)	696.2	1,315.6
Profit after tax	–	–	234.9	234.9
Other comprehensive income:				
Net movement in cash flow hedge reserve	–	0.1	–	0.1
Defined benefit superannuation funds actuarial losses	–	–	(14.4)	(14.4)
Other	–	(0.1)	0.2	0.1
Income tax benefit on OCI	–	–	4.3	4.3
Total comprehensive income	–	–	225.0	225.0
Transactions with owners in their capacity as owners:				
Return of capital	(506.2)	–	–	(506.2)
	(506.2)	–	–	(506.2)
Balance at 30 June 2019	5,112.6	(4,999.4)	921.2	1,034.4

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

For the year ended 30 June 2019

	Note	2019 \$M	2018 \$M
Operating cash flows			
Receipts from customers		2,882.4	2,889.2
Payments to suppliers and employees		(2,041.2)	(2,056.9)
Interest and other costs of finance paid		(196.0)	(196.4)
Interest received		2.0	6.0
Net income tax receipts		–	31.2
Net operating cash inflows	2.6	647.2	673.1
Investing cash flows			
Payments for property, plant and equipment and intangible assets		(284.2)	(167.7)
Proceeds from sale of property, plant and equipment and intangible assets		0.9	0.7
Payment on sale of Patrick	2.2	–	(18.0)
Loan to related parties		(32.5)	–
Refund/(payment) from/on acquisition of investments		10.0	(40.0)
Net investing cash inflows		(305.8)	(225.0)
Financing cash flows			
Repayments of borrowings	2.7	(30.0)	(727.7)
Proceeds from new bond issue, net of transaction costs	2.7	–	503.0
Drawdown of borrowings	2.7	85.0	–
Payment of finance lease liabilities		(29.1)	–
Dividends paid	4.7	–	(163.2)
Return of capital		(471.5)	–
Net financing cash outflows		(445.6)	(387.9)
Net (decrease)/increase in cash and cash equivalents		(104.2)	60.2
Cash and cash equivalents at the beginning of the year		171.9	111.7
Cash and cash equivalents at the end of the year	4.2	67.7	171.9

The above Consolidated Statement of Cash Flows includes cash flows from both continuing and discontinuing operations for the comparative year and should be read in conjunction with the accompanying notes.

1 How we have prepared this report

This section describes the key accounting principles and policies that we have adopted in preparing the financial statements for the Group as a whole. Accounting policies specific to individual elements of the financial statements have been moved to the relevant section of the report where that element is disclosed. This section also analyses the impact of any newly endorsed accounting standards which will be effective for Pacific National in future years.

Reporting entity

Pacific National Holdings Pty Ltd ("Parent" or "the Company") is a for profit entity domiciled in Australia. The Company is primarily involved in the management of rail assets and associated operations and services. This general purpose financial report ("report") comprises the consolidated financial statements of the Company and its controlled entities (collectively referred to as "Pacific National" or "the Group"). The consolidated financial report was authorised for issue by the Board of Directors on 21 August 2019.

Basis of preparation

This report has been prepared in accordance with Australian Accounting Standards, including the Australian Accounting Interpretations adopted by the Australian Accounting Standards Board ("AASB"), and the *Corporations Act 2001*. The consolidated financial statements of the Company comply with the International Financial Reporting Standards ("IFRS") and the interpretations adopted by the International Accounting Standards Board.

This is the first set of the Group's annual financial statements where *AASB 9 Financial Instruments* and *AASB 15 Revenue from Contracts with Customers* have been applied. The Group has also early adopted *AASB 16 Leases* and included in this set of financial statements.

Changes to significant accounting policies are described in the notes to financial statements. Other than the changes resulting from the application of AASB 9 and AASB 15 and early adoption of AASB 16, the accounting policies adopted are consistent with those of the previous financial year unless stated otherwise.

Pacific National sold the Patrick businesses (Container Ports and Bulk and Automotive Ports Services businesses) effective 18 August 2016 with income, expenses and other comprehensive income for the Patrick businesses presented as discontinued operations in the comparative period. Refer to note 2.2 for further information on discontinued operations in the comparative period.

Historical cost convention

The report has been prepared under the historical cost basis except for:

- derivative financial assets and liabilities which are measured at fair value in accordance with AASB 9 Financial Instruments: Recognition and Measurement; and
- a liability or asset in respect of defined benefit superannuation funds which is measured as the present value of the defined benefit obligation less the fair value of the superannuation fund's assets and any unrecognised past service cost in accordance with AASB 119 *Employee Benefits*.

Functional currency

The functional and presentation currency of the report is Australian dollars, which is the functional currency of the Company, and all amounts have been rounded off in accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 to the nearest one hundred thousand dollars unless otherwise stated.

Going concern

Notwithstanding the existence of a net current asset deficiency of \$85.0 million at 30 June 2019 (30 June 2018: net current asset of \$42.2 million), the financial statements have been prepared on a going concern basis as the Company has significant undrawn financing facilities which can be drawn down to pay debts as they fall due.

Significant accounting policies

The significant accounting policies that have been adopted and that relate to the financial statements as a whole are set out below along with a summary of the impact of newly adopted accounting standards, amendments and interpretations, those that have not yet been adopted, and their expected impact on the reported results of the Group. A description of accounting policies specific to individual areas (e.g. revenue) have been included within the relevant note to the financial statements.

Foreign currency transactions

Transactions in foreign currencies are translated into the Company's functional currency at the exchange rate at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated into the respective entity's functional currency at the exchange rate at that date. Foreign exchange differences arising on translation are recognised in the statement of profit or loss or the statement of comprehensive income where appropriate.

Change in accounting policy

The Group has applied the following standards and amendments, including any consequential amendments to other standards for the first time for the annual reporting period commencing 1 July 2018.

1. How we have prepared this report (continued)

AASB 9 Financial Instruments

The Group has adopted AASB 9 *Financial Instruments* for the period beginning 1 July 2018. AASB 9 sets out the requirements for recognising and measuring financial assets and financial liabilities. This standard replaces AASB 139 *Financial Instruments: Recognition and Measurement*.

Recognition and Measurement

The details of new significant accounting policies with respect to financial assets, financial liabilities and derivative financial instruments are disclosed in Notes 4.2, 4.3 and 4.4 respectively. The nature and effect of the changes to the previous accounting policies are set out below.

Classification and measurement of financial assets and financial liabilities

AASB 9 largely retains the existing requirements in AASB 139 for the classification and measurement of financial assets and financial liabilities. However, it eliminates the previous AASB 139 categories for financial assets of held to maturity, loans and receivables and available for use.

The adoption of AASB 9 has not had a significant effect on the Group's accounting policies related to the financial liabilities and derivative financial instruments.

Under AASB 9, on initial recognition, a financial asset is classified as measured at: amortised cost, fair value through other comprehensive income ("FVOCI") – debt investment, FVOCI – equity investment, or fair value through profit or loss ("FVTPL"). The classification of financial assets under AASB 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification.

Impairment of financial assets

AASB 9 replaces the "incurred loss" in AASB 139 with a forward-looking "expected credit loss" ("ECL") model. The new impairment model applies to financial assets measured at amortised cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. Under AASB 9, credit losses are recognised earlier than under AASB 139.

Under AASB 9, loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- Lifetime ECLs: these are the ECLs that result from all possible default events over the expected life of a financial instrument.

The Group has elected to measure loss allowances for trade receivables and contract assets using lifetime ECLs.

Hedge Accounting

The Group has elected to adopt the new general hedge accounting model in AASB 9. This requires the Group to ensure that hedge accounting relationships are aligned with the risk management objectives and strategy and to apply a more qualitative and forward-looking approach to assessing hedge effectiveness.

The Group uses forward foreign exchange contracts to hedge the variability in cash flows arising from changes in foreign exchange rates relating to foreign currency borrowings, receivables, plant and equipment and inventory purchases. The Group designates only the change in fair value of the spot element of the forward exchange contract as the hedging instrument in cash flow hedging relationships. The effective portion of changes in the fair value of hedging instrument is accumulated in cash flow hedge reserve as separate component of equity.

Under AASB 139, the change in the fair value of the forward element of the forward exchange contracts ("forward points") was recognised immediately in profit and loss. However, under AASB 9 the forward points are separately accounted for as a cost of hedging; they are recognised in OCI and accumulated in a cost of hedging reserve as a separate component within equity.

AASB 15 Revenue from Contracts with Customers

The Group has also adopted AASB 15 *Revenue from Contracts with Customers* for the period beginning 1 July 2018. The Group applied AASB 15 using the cumulative effect method.

Based on the impact assessment undertaken by the Group there was no financial impact arising on initial application of AASB 15 and except for the presentation and disclosure requirements presented in the consolidated financial statements, there is no material impact on the application of AASB 15. The Group's new accounting policies with respect to AASB 15 are disclosed in Note 2.3.

AASB 16 Leases

The Group has early adopted AASB 16 *Leases* with a date of initial application of 1 July 2018.

Using the modified retrospective approach, the cumulative effect of initial application was recognised in retained earnings at 1 July 2018. Details of the changes in accounting policies are disclosed below and in note 2.6.

Definition of a lease

Under AASB 16, the Group assesses whether a contract is or contains a lease based on the definition of a lease.

On transition to AASB 16 on 1 July 2018, the Group elected to reassess all existing contracts using the new definition of a lease in AASB 16.

1. How we have prepared this report (continued)

As a lessee

As a lessee, the Group previously classified leases as operating, or finance leases based on its assessment of whether the lease transferred substantially all of the risks and rewards incidental to ownership of the underlying asset to the Group. Under AASB 16, the Group recognises right-of-use assets and liabilities on the balance sheet for all leased assets, including those with a lease term of less than twelve months.

Leases classified as operating leases under AASB 117

At transition, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Group's incremental borrowing rate as at 1 July 2018 and adjusted for asset specific rates and lease duration. Right-of-use assets were measured at an amount equal to the lease liability on transition, adjusted by the amount of any prepaid or accrued lease payments. The Group applied this approach to all leases.

The Group used the following practical expedients when applying AASB 16:

- Applied a single discount rate to a portfolio of leases with similar characteristics
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease
- Relied on the current assessment of whether leases are onerous rather than performing impairment review for the right-of-use assets on the date of initial application.

Lessor

The Group is not required to make any adjustments on transition to AASB 16 for leases in which it acts as a lessor, except for a sub-lease. The Group accounted for its leases in accordance with AASB 16 from the date of initial application.

Under AASB 16, the Group is required to assess the classification of a sub-lease with reference to the right-of-use asset, not the underlying asset. On transition, the Group re-assessed the classification of sub-lease contract previously classified as an operating lease under AASB 117. The Group concluded that the sub-lease is a finance lease under AASB 16.

The Group applied AASB 15 *Revenue from Contracts with Customers* to allocate consideration in the contract to each lease and non-lease component.

Impacts on financial statements

On transition to AASB 16, the Group recognised \$270.4 million of right-of-use assets and \$270.4 million of lease liabilities before any adjustment for any prepaid or accrued lease payments. There was no difference recognised in retained earnings on the date of initial application, nor adjustment to prepaid assets or lease liabilities originally recognised.

When measuring lease liabilities, the Group discounted lease payments using its incremental borrowing rate of the respective lease liability at 1 July 2018. The weighted average rate applied ranged between 3% and 6%.

Below is a reconciliation between the operating lease commitments note as at 30 June 2018 as disclosed in the Group's consolidated financial statements and the lease liability recognised on initial application as at 1 July 2018:

	\$M
Operating lease commitment as disclosed in the Group's consolidated financial statements as at 30 June 2018	489.6
Discounted using the incremental borrowing rate at 1 July 2018	(239.4)
Difference in term and extension options reasonably certain to be exercised	19.9
Changes in estimates regarding variable lease payments based on an index or rate	(1.7)
Difference upon reassessment of contracts	2.0
Lease liabilities recognised as at 1 July 2018	270.4

The Group classified leases into property, motor vehicles, locomotives, wagons, IT equipment and forklifts.

Other accounting standards and interpretations

The following amended standards and interpretations did not have a significant impact on the Group's consolidated financial statements:

- AASB 2017-1 Amendments to Australian Accounting Standards – *Transfer to Investment Property, Annual Improvements 2014-2016 Cycle and Other Amendments*
- AASB 2017-3 Amendments to Australian Accounting Standards – *Clarifications to AASB 4*
- AASB 2016-5 Amendments to Australian Accounting Standards – *Classification and Measurement of Share-based Payment Transactions (Amendments to AASB 2)*
- AASB 2016-6 Amendments to Australian Accounting Standards – *Applying AASB 9 Financial Instruments with AASB 4 Insurance Contracts*
- AASB Interpretation 22 *Foreign Currency Transactions and Advance Consideration*

1. How we have prepared this report (continued)

New accounting standards and interpretations not yet adopted

A number of new accounting standards and interpretations have been published that are not mandatory for 30 June 2019 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new standards and interpretations is set out below:

Other standards

The following amended standards and interpretations are not expected to have a significant impact on the Group's consolidated financial statements.

- AASB 2018-1 Amendments to Australian Accounting Standards – *Annual Improvements 2015-2017 Cycle*
- AASB Interpretation 23 *Uncertainty over Income Tax Treatments*

Critical accounting estimates and judgements

In the preparation of this report, the Group was required to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, and where necessary, revisions are recognised in the period in which the estimate is revised.

Significant areas of estimation and critical judgements include impairment, depreciation, taxation, provisions for employee entitlements and other obligations. Further details of the nature of these assumptions and conditions are found in the relevant note.

Presentation of the financial statements and notes to the financial statements

Notes have been grouped under seven key headings:

- How we have prepared this report
- How we have performed this year
- Our business platform
- How we fund the business and manage risks
- How we structure the business
- How we remunerate our employees
- Other

Each section sets out the accounting policies applied in producing these notes together with any key judgements and estimates used. The purpose is to provide readers with a clear understanding of what drives financial performance and position of the Group.

2. How we have performed this year

This section focuses on the operating results and financial performance of the Group. This section includes disclosures relative to segmental financial information, discontinued operations, taxes, and provisions including the relevant accounting policies adopted in each area.

The Group's key operating measure, at a segment level, is underlying earnings before interest and tax (underlying EBIT) which excludes the impact of material items. This reflects the way the operating businesses are managed and assessed from a profit and loss perspective by the Chief Operating Decision-maker.

An item is considered to be a material item, and disclosed as such, if it is deemed to be of a one-off nature and of sufficient quantum that it would have a distorting impact on the understanding of the underlying performance of the business.

2.1 Segment reporting

Accounting policy

A segment is a distinguishable component of the Group that participates in business activities from which it may earn revenues and incur expenses. The operating results of the segments are regularly reviewed by the entity's Chief Operating Decision-maker, enabling decisions about the allocation of resources to the segments and to assess their performance.

Segmental reporting structure

This segment note only presents continuing operations. The Patrick segment was discontinued in August 2016 and is presented in note 2.2. Certain subsidiaries that had previously been included in the Corporate segment were sold with the Patrick businesses. These subsidiaries have also been presented in discontinued operations.

For the 2019 financial year, the Group comprises of one reportable segment with two broad business activities: freight and coal. The freight business provides interstate containerised freight services, interstate break bulk freight (steel), regional freight rail services in Queensland, hook and pull services for passenger trains, and a range of bulk goods around Australia by rail including grain for domestic and export markets, minerals concentrate and construction materials. The coal business hauls metallurgical and thermal coal for domestic and export markets.

Preparation of segmental information

The Group operates principally in Australia. In the 2019 financial year, the group had revenues from transactions with a single customer that amounts to 10.4% of the Group's total revenues belonging to the one reportable segment as noted above.

Other income is determined on an arm's length basis and is generated mostly from rental income derived by Pacific National Corporate from the various businesses that occupy premises owned by Group Corporate.

Material items

Material items comprise items of income or expense which are considered to be relevant to explaining the performance of the Group and are, either individually or in aggregate, material to the Group. Such items are likely to include, but are not restricted to, gains or losses on the sale or termination of operations, the cost of significant Group-wide reorganisations or restructurings, accelerated depreciation charges to tangible assets and write-off of deferred establishment costs. This information assists the users of the Group's financial statements in their understanding of the underlying business results.

2.1 Segment reporting (continued)

The segment result for the year reconciled to the Group profit after tax are set out in the following table:

	Note	2019 \$M	2018 \$M
Revenue			
External revenue		2,487.2	2,457.6
Other income		48.9	30.6
Revenue and other income		2,536.1	2,488.2
Operating expenses		(1,648.8)	(1,671.3)
Profit before depreciation, amortisation, net finance costs, material items and tax		887.3	816.9
Depreciation		(314.0)	(253.0)
Amortisation		(12.5)	(31.0)
Profit before net finance costs, material items and tax		560.8	532.9
Finance income		2.1	6.1
Finance expense		(211.5)	(201.5)
Profit before material items and tax		351.4	337.5
Material items			
Legal and other costs related to transactions with Aurizon		(7.2)	(9.1)
Pacific National restructure		(0.8)	(1.4)
Profit before tax		343.4	327.0
Tax expense	2.4	(108.5)	(98.0)
Profit after tax from continuing operations		234.9	229.0

Accounting policy

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

The segment contribution to Group assets and liabilities are set out below:

	2019 \$M	2018 \$M
Segment assets	5,128.4	4,912.3
Segment liabilities	(4,094.0)	(3,596.7)
Net assets	1,034.4	1,315.6
Capital expenditure	289.7	192.4

Pacific National operates principally in Australia. In the 2019 financial year, the group had revenues from transactions with a single customer that amounts to 10.4% of the Group's total revenues belonging to the one reportable segment as noted above.

2.2 Discontinued operations

Accounting policy

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographic area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to re-sale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale.

When an operation is classified as a discontinued operation, the comparative statement of profit or loss and OCI is re-presented as if the operation had been discontinued from the start of the comparative year.

2.2.1 Background

On 15 March 2016, Pacific National Holdings Pty Ltd announced to the ASX that it had entered into a binding agreement to sell 100% of its issued capital to the Company's current Shareholders. The agreement received the relevant approvals and was effective 29 July 2016. Following the change in ownership, the Patrick businesses were sold by Pacific National Holdings Pty Ltd to the Container Ports ("Ports") and Bulk Automotive Ports Services ("BAPS") Consortia on 18 August 2016.

During the comparative period a \$18.0 million payable was recognised by Pacific National in relation to the final purchase price adjustments from the sale of the Patrick businesses, which was the subject of an expert determination received on 27 February 2018. The purchase price adjustments were recognised as a loss on sale of the Patrick businesses in discontinued operations and paid to the Ports and BAPS Consortia in March 2018.

2.3 Revenue from services rendered and other income

Accounting policy

Revenue recognition is not considered to be a critical area of judgement and estimate for the Group.

Rendering of services

The principal continuing activities of the Group are the management of rail assets and associated operations and services. These services are sold on their own in contracts with customers. Rail haulage revenue is recognised when the risks and rewards are transferred to the customer, generally considered to be when freight arrives at its intended destination. Other revenue is recognised upon provision of services such as maintenance and terminal services.

The transaction price is allocated to each performance obligation based on the relative stand-alone selling prices of the services provided to customers. The Group's services are generally considered interdependent and therefore the accounting for these transactions will be on the basis that each contract has one performance obligation.

The services are satisfied over time given the customer simultaneously receives and consumes the benefits provided by the Group. Thus, revenue for these service contracts are recognised over time rather than at a point in time.

Variable consideration – growth/volume rebates

The majority of contracts with customers provide for growth/volume rebates. The Group recognises revenue from rendering the services at the fair value of the consideration received or receivable net of growth/volume rebates.

Contract balances

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date on delivery of services. The contract assets are transferred to receivables when the right become unconditional. This usually occurs when the Group issues an invoice to the customer. The contract liabilities primarily relate to the advanced consideration received from customers for the delivery of services for which revenue is recognised over time.

The Group provides retrospective growth/volume rebates to its customers on the services provided certain threshold are exceeded as specified in the contract. Under its existing accounting policy, the Group estimates the expected growth/volume rebates using the probability-weighted average amount of rebates approach and includes them in the Trade and other receivables. These amounts are subsequently offset against the amounts payable by customer.

Retrospective volume rebates give rise to variable consideration. To estimate the variable consideration to which it will be entitled, the Group considered the most likely amount method is an appropriate estimation of the variable consideration. Additionally, the recognition of variable consideration is subject to the constraint that a significant reversal will not occur when the uncertainty is subsequently reduced.

2.3 Revenue from services rendered and other income (continued)

Revenue recognised during the year, disaggregated based on the type of service provided to its customers, is set out below:

	2019 \$M	2018 \$M
Revenue		
Rail haulage	2,423.2	2,398.9
Other	64.0	58.7
Total revenue	2,487.2	2,457.6
Other income		
Net gain on sale of property, plant and equipment	1.0	6.8
Lease rental income	16.3	14.6
Insurance proceeds and transitional services income	30.3	9.0
Other	1.3	0.2
Total other income	48.9	30.6

2.4 Taxes

Accounting policy

Tax expense comprises current and deferred tax and is recognised in the statement of profit or loss or the statement of comprehensive income according to the accounting treatment of the related transaction.

Current tax in the Statement of Profit or Loss is the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax in respect of previous years. Deferred tax expense represents the tax expense in respect of the future tax consequences of recovering or settling the carrying amount of an asset or liability. Both are calculated using tax rates for each jurisdiction, enacted or substantially enacted at the reporting date, and for deferred tax, those that are expected to apply when the asset is realised or the liability is settled.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

1. initial recognition of assets or liabilities, other than in a business combination, that affect neither accounting nor taxable profit;
2. recognition of goodwill; and
3. investments in subsidiaries to the extent that they will not reverse in the foreseeable future.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of the taxable temporary difference is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversal of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax assets and liabilities in the Consolidated Statement of Financial Position are offset when there is a legally enforceable right to offset current tax assets and liabilities and they relate to the same taxable entity and the same taxation authority.

Pacific National Holdings Pty Ltd and its wholly owned Australian resident entities are part of a tax consolidated group and are therefore taxed as a single entity. The head entity within the tax consolidated group is Australian Logistics Acquisition Holdings Pty Limited ("ALAH").

Current tax expense/income, deferred tax liabilities and deferred tax assets of the members of the tax consolidated group are recognised in the separate financial statements of the members using the "group allocation method", by reference to the carrying amounts in the separate financial statements of each entity and the tax values applying under tax consolidation.

Assets or liabilities arising under tax funding arrangements are recognised as amounts receivable from or payable to other entities in the ALAH tax consolidated group, and are due and payable as requested by the head entity.

Critical accounting estimates and judgements

Interpretation and application of tax legislation

The Company's accounting for income tax requires the Group's judgement as to the types of arrangements considered to be subject to tax. Judgement is also required in relation to the application of existing tax legislation, including the impact of Australian Taxation Office interpretation and ongoing Federal Government reviews of existing legislation.

Recoverability of deferred tax assets

On implementation of the Joint Consortium Scheme ("Scheme") on 19 August 2016, the remaining members of the Pacific National Holdings Pty Ltd tax consolidated group joined the ALAH tax consolidated group.

Deferred tax assets, including those arising from carried forward losses, capital losses and temporary differences, are recognised when it is considered more likely than not that they will be recovered. Recoverability is dependent on the generation of sufficient future taxable profits. Assumptions about the generation of future taxable profits depend on the ALAH tax consolidated group's estimates of future cash flows, which in turn depend on estimates of future sales volumes, operating costs, capital expenditure and other capital management transactions.

The Pacific National Holdings Pty Ltd tax consolidated group has \$443.9 million of unrecognised benefits asset (\$133.2 million deferred tax) relating to capital assets being land asset that have not been recognised as it is not considered probable that there would be taxable income against which they could be utilised (2018: \$444.9 million (\$133.4 million deferred tax)).

2.4 Taxes (continued)

The total taxation charge in the statement of profit or loss is analysed as follows:

	2019 \$M	2018 \$M
Current tax expense	44.7	60.8
Deferred tax expense	63.5	36.6
(Overs)/unders of deferred tax for prior periods	(0.2)	7.0
Unders/(overs) of current tax for prior periods	0.5	(6.4)
Total income tax expense	108.5	98.0
Reconciliation of income tax expense to prima facie tax payable:		
Profit before tax	343.4	327.0
Income tax at 30% (2018: 30%)	103.0	98.2
Non-assessable income	—	(1.6)
Adjustments of current tax for prior periods	—	(6.4)
Adjustments of deferred tax for prior periods	2.7	7.0
Other non-deductible items	2.9	1.0
Other deductible expenses	(0.1)	(0.2)
Income tax expense recognised in the profit or loss	108.5	98.0
Tax recognised directly in other comprehensive income		
Changes in fair value of cash flow hedge	—	(4.5)
Defined benefit superannuation funds actuarial (losses)/gains	(4.3)	0.7
	(4.3)	(3.8)

Effective tax rate for the Group

For the year ended 30 June 2019, the Group's effective tax rate was 31.6% (2018: 30%).

The effective tax rate has been calculated in accordance with AASB 112 by dividing the Group's income tax expense by the Group's accounting profit before tax.

As the Company income tax consolidated group has income in excess of \$100 million per annum, under provisions enacted in 2013 in the *Tax Administration Act 1953*, the Australian Taxation Office ("ATO") will publish certain key income tax statistics in relation to the Company such as total income, taxable income and Australian income tax payable.

There are various reasons why the Group's accounting profit may differ from the taxable income published by the ATO, including:

- It is common for accounting depreciation and tax depreciation/capital allowances to be calculated differently. This may be due to differences in effective lives, methods (straight line or diminishing value), cost bases, or eligibility criteria.
- There are various other differences in the timing of the recognition of income or deductions for accounting and tax purposes. A common example is the employee leave provisions which are deductible as paid for tax purposes and expensed on an accruals basis for accounting purposes.

Similarly, income tax paid by a company in respect of a year of income will generally differ from the amount of tax paid in the company's cash flow statement for various reasons including that income tax payments that relate to an income year are generally not wholly paid within the financial year.

2.4 Taxes (continued)

Current tax assets and liabilities

There is no current tax asset or liability at 30 June 2019 (30 June 2018: \$nil).

Recognised deferred tax assets and liabilities

The nature and movements in deferred tax assets/liabilities during the year were as follows:

	Balance 1 July \$M	Recognised in the statement of profit or loss \$M	Recognised in equity \$M	Balance 30 June \$M	Assets \$M	Liabilities \$M
2019						
Property, plant and equipment	126.4	(45.4)	—	81.0	99.2	(18.2)
Intangible assets	(1.3)	(0.2)	—	(1.5)	—	(1.5)
Derivatives	13.1	6.6	—	19.7	19.7	—
Inventories	(14.1)	1.3	—	(12.8)	0.3	(13.1)
Annual leave	11.9	0.3	—	12.2	12.2	—
Long service leave	16.8	2.1	—	18.9	18.9	—
Other employee benefits	27.1	(3.5)	4.3	27.9	27.9	—
Restructuring provision	1.4	(1.4)	—	—	—	—
Other provisions	—	(5.3)	—	(5.3)	6.8	(12.1)
Leases	—	2.7	—	2.7	76.9	(74.2)
Other	26.6	(20.5)	—	6.1	7.7	(1.6)
Net tax assets/(liabilities)	207.9	(63.3)	4.3	148.9	269.6	(120.7)
2018						
Property, plant and equipment	163.0	(36.6)	—	126.4	126.4	—
Intangible assets	(1.0)	(0.3)	—	(1.3)	—	(1.3)
Derivatives	(2.2)	10.8	4.5	13.1	13.1	—
Inventories	5.5	(19.6)	—	(14.1)	0.5	(14.6)
Annual leave	12.1	(0.2)	—	11.9	11.9	—
Long service leave	17.9	(1.1)	—	16.8	16.8	—
Other employee benefits	22.3	5.5	(0.7)	27.1	27.1	—
Restructuring provision	5.4	(4.0)	—	1.4	1.4	—
Other provisions	5.1	(5.1)	—	—	5.8	(5.8)
Other	19.7	6.9	—	26.6	28.3	(1.7)
Net tax assets/(liabilities)	247.8	(43.7)	3.8	207.9	231.3	(23.4)

2.5 Provisions and contingent liabilities

Accounting policy

A provision is recognised in the statement of financial position if, as a result of a past event, the Company has a present legal or constructive obligation, it is probable that cash will be paid to settle the obligation and that an amount can be estimated reliably. The amount to recognise is determined by discounting the expected future cash outflows by a rate that reflects the current market assessment of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognised as a finance cost.

Variances in any of the assumptions used in recognising provisions can have a material impact on the provision recorded in the following year and are recognised prospectively in profit or loss.

A liability that is not sufficiently certain to qualify for recognition as a provision and where uncertainty may exist regarding the outcome of future events is disclosed in these financial statements as a contingent liability where it is considered material to the user's understanding of the Company financial statements.

Critical accounting estimates and judgements

Workers compensation self-insurance

Where the Company acts as a self-insurer for workers compensation claims under relevant federal, state and territory legislation, a provision is made for all individual workers compensation claims incurred and both reported and not reported claims up to \$1.0 million. Independent actuarial valuations are used to estimate the provision required. Individual claims over \$1.0 million are reinsured. The determination of the provision required is dependent on a number of assumptions including the total future cost to finalise existing open claims, wage increases that will impact existing claims, a discount rate that is based on Australian Corporate Bond yields as per the Milliman report, inflation, and the amount of claims that have been incurred but not yet reported.

Restructuring

A provision for restructuring is recognised when the business has approved a detailed and formal restructuring plan and the restructuring has either commenced or has been announced publicly and there is a valid expectation amongst those affected. The provision calculation includes several estimates and assumptions including the timing and cost of site closures, timing and cost of curtailment of operations and costs for incidental services such as legal and consulting. Estimates are also required of the likely number of employees who will exit the business, number of staff who may accept redeployment, final cost of property and site make-good, asset valuations and realisation from sale of discontinued assets.

Incident

Where the Company is involved in an incident, such as a train derailment, and it is probable that the Company will be held liable for the consequential damage, a provision equal to the estimated cost of third party claims is recognised.

Travel passes

The provision in respect of travel passes arises from the Company's obligation to retired ex-employees of FreightCorp (the business acquired by an Asciano subsidiary in 2002), who held a life-long travel pass and ex-employees of FreightCorp, who became employees of Pacific National, who were expected to become entitled to a retiree pass on exiting the business.

A significant portion of the liability is in relation to retirees who were never employees of the Company (the liability was assumed by the Company as a result of the business combination in 2002). The provision is not treated as an employee benefit for reporting purpose, however, it continues to be measured as an employee benefit. The Company has commenced voluntary buy-back of the travel passes. The provision represents the estimated cost of these passes over the next two years, including the associated fringe benefit tax, and is based on an independent actuarial assessment conducted by ABS (PL) Pty Limited taking into account estimates of the age of the pass holder, length of service, expected exit date, and life expectancy. The provision assumes all passes will be mandatorily bought back in two years and therefore includes cash flows associated with this assumption. Therefore, the provision also does not account for any future FBT on these passes post buy back.

The Company used a discount rate based on Corporate Bond yields to determine the travel pass provision required.

Other provisions

Other provisions include, for example, the crane decommissioning provision, site restoration provision and legal provisions. Legal provisions represent an estimate of the cost of defending and/or settling any claims against the Company. Timing of expenditure varies on a case-by-case basis.

2.5 Provisions and contingent liabilities (continued)

Provisions

The movements in provisions during the year are as follows:

2019 \$M	Workers compensation	Restructuring	Incident	Travel passes	Site restoration	Other	Total
Opening balance	26.8	6.6	5.2	7.8	4.7	–	51.1
Made	6.8	–	10.7	2.0	–	0.9	20.4
Utilised	(4.8)	(5.1)	(8.8)	(0.3)	–	(0.6)	(19.6)
Reversed	–	–	(1.3)	–	–	–	(1.3)
Transfers	0.1	(1.5)	–	(0.4)	–	–	(1.8)
Discount unwind	0.5	–	–	0.2	–	–	0.7
Closing balance	29.4	–	5.8	9.3	4.7	0.3	49.5
Represented by:							
Current	5.0	–	5.8	1.5	–	0.2	12.5
Non-current	24.4	–	–	7.8	4.7	0.1	37.0
	29.4	–	5.8	9.3	4.7	0.3	49.5

Contingent liabilities

Litigation

From time to time, the Company is subject to claims and litigation during the normal course of business. The Board has given consideration to such matters which are or may be subject to litigation at year end. On 19 July 2018 the Australian Competition & Consumer Commission (“ACCC”) announced that it had formed the view that the proposed acquisitions of Aurizon's Acacia Ridge Intermodal Terminal and Queensland Intermodal Business by Pacific National should not proceed and commenced proceedings against Pacific National and Aurizon in relation to the proposed acquisitions in the Federal Court of Australia (as set out in Note 7.4). The Federal Court Proceedings concluded in February 2019. The Federal Court's decision was handed down in May 2019 and found in favour of Pacific National that the acquisition of Aurizon's Acacia Ridge Terminal with the access undertaking offered by Pacific National does not substantially lessen competition. In June 2019 the ACCC submitted a notice of appeal against the decision of the Federal Court. Pacific National will be defending this appeal. At the date of signing these financial statements no date has been set for the appeal. No amount has been recognised in these financial statements in relation to this matter. The transactions with Aurizon are further described in Note 3.3 and Note 7.4.

Environmental liabilities

The Company provides for all known environmental liabilities. While the Board believes that its provisions for environmental rehabilitation are adequate, there can be no assurance that material new provisions will not be required as a result of new information or regulatory requirements with respect to known sites, or identification of new remedial obligations at other sites.

2.6 Reconciliation of net operating cash flows

	2019 \$M	2018 \$M
Profit after tax	234.9	211.0
Adjustments for non-cash items:		
Depreciation	310.5	249.6
Impairment	3.5	3.4
Amortisation of intangible assets	12.5	31.0
Amortisation of capitalised transaction costs	7.5	9.7
Unwind of discount on long-term provisions	4.4	5.3
Transaction costs capitalised	(4.3)	(7.4)
Net gain on sale of property, plant and equipment	(1.0)	(6.8)
Defined benefits	1.3	(6.7)
Fair value movements of derivatives not designated in a hedge relationship	5.2	(4.7)
Credit value adjustment on derivatives	(0.3)	0.4
Loss on sale of Patrick	–	18.0
Other non-cash items	0.4	–
Accounting under AASB 16	(29.1)	–
Other income	(2.0)	–
(Increase)/decrease in assets		
Trade and other receivables	(6.6)	25.7
Inventories	(7.7)	12.8
Prepayments and other assets	6.6	(0.6)
Change in current tax assets	–	32.6
Change in net deferred tax assets	63.3	39.9
Increase/(decrease) in liabilities		
Trade and other payables	39.2	88.1
Provisions and employee benefits	8.9	(28.2)
Net operating cash flows	647.2	673.1

2.7 Changes in liabilities arising from financing activities

	US dollar bonds (net of discount) \$M	GBP bonds (net of discount) \$M	AUD bonds (net of discount) \$M	Syndicated Debt \$M	Capitalised borrowing costs \$M	Unrealised fair value loss on USD Bonds \$M	Total \$M
2018							
Opening balance	2,078.9	507.0	696.3	—	(21.5)	42.1	3,302.8
Proceeds from Bond issue, net	506.3	—	—	—	(3.3)	—	503.0
Repayment of Bonds	(727.7)	—	—	—	—	—	(727.7)
Mark to Market valuation movement	(175.7)	27.0	—	—	—	—	(148.7)
Discount unwind	0.9	0.2	0.5	—	—	—	1.6
Movement in capitalised transaction costs	—	—	—	—	9.1	—	9.1
Movement in Unrealised fair value loss on USD dollar bonds	—	—	—	—	—	(29.8)	(29.8)
Closing balance	1,682.7	534.2	696.8	—	(15.7)	12.3	2,910.3
2019							
Opening balance	1,682.7	534.2	696.8	—	(15.7)	12.3	2,910.3
Drawdown of bank facility	—	—	—	85.0	—	—	85.0
Repayment of bank facility	—	—	—	(30.0)	—	—	(30.0)
Mark to Market valuation movement	92.3	7.3	—	—	—	—	99.6
Discount unwind	0.8	0.2	0.4	—	—	—	1.4
Movement in capitalised transaction costs	—	—	—	—	3.2	—	3.2
Movement in Unrealised fair value loss on USD dollar bonds	—	—	—	—	—	13.6	13.6
Closing balance	1,775.8	541.7	697.2	55.0	(12.5)	25.9	3,083.1

3. Our business platform

This section principally shows the physical assets used by the Group to generate profits and revenue. These largely comprise the rail heavy infrastructure assets (in section 3.1) that are utilised by the Company to service Australia's import, export and domestic supply chains, as well as the long-term contractual commitments and leases that the Group has committed to and which help to protect our long-term position in the market.

This part of the report also includes sections covering intangible assets and inventory which also contribute to the business platform for generating profits and revenues.

3.1 Property, plant and equipment

Accounting policy

Items of property, plant and equipment are stated at the cost originally paid less accumulated depreciation and any impairment losses.

Cost recognition

The cost of self-constructed assets, includes the cost of materials, direct labour, other directly attributable costs, the future cost of dismantling and removing the items and restoring the sites on which they are located, and where applicable, capitalised borrowing costs.

Where parts of an item of property, plant and equipment have different useful lives, for example the constituent parts of a locomotive, they are accounted for as separate components of property, plant and equipment.

Subsequent costs of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised and included in depreciation.

The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation

Items of property, plant and equipment, including buildings and leasehold property but excluding freehold land, are depreciated on a straight line basis over their estimated useful lives. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately. Leased assets are depreciated over the shorter of the lease term and their useful lives.

Depreciation methods and useful lives, as well as residual values, are reassessed annually.

The Group classifies items of property, plant and equipment into five major categories. The table below sets out a description of the type of assets within each category and the useful lives applied to each category:

Asset class	Description and example assets within class	Estimated useful life
Land	The Company owns various real estate holdings used to operate its rail and port infrastructure businesses, such as the Chullora Freight Terminal in NSW or Nebo Train Support Facility in Queensland.	Indefinite
Buildings	Freehold buildings on land owned by the Company.	20 to 40 years
Plant and equipment	Plant and equipment used by the Group to generate its revenues. Some of the larger items of plant and equipment include: • cranes; • locomotives; • wagons; and • rail provisioning and maintenance facilities.	3 to 45 years • 20 years • 30 years • 25 years • 20 to 40 years
Leasehold improvements	Leasehold improvements are all enhancements to leased space paid for by the Group that revert to the landlord upon termination of the lease. They include leasehold improvements for the four major container terminals operated under long-term leases and include any buildings at these terminals.	5 to 40 years
Work in progress	Work in progress comprises amounts spent on various capital projects including construction and capital improvement of locomotives, wagons and lifting equipment, and development works at various rail and port terminals.	Depreciation commences when assets are available for use

3.1 Property, plant and equipment (continued)

Critical accounting estimates and judgements

Property, plant and equipment that is subject to depreciation is reviewed annually for impairment or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Indications of impairment may include changes in technology and business performance.

2018	Land \$M	Buildings \$M	Plant and equipment \$M	Leasehold improvements \$M	Work in progress \$M	Total \$M
Cost						
Opening balance	219.9	287.0	4,608.8	105.0	83.7	5,304.4
Acquisitions ¹	–	–	–	–	192.4	192.4
Transfers and reclassification	–	0.8	164.8	3.5	(185.0)	(15.9)
Other disposals	(0.8)	(0.3)	(30.2)	–	–	(31.3)
Closing balance	219.1	287.5	4,743.4	108.5	91.1	5,449.6
Accumulated depreciation and impairment losses						
Opening balance	–	(72.7)	(2,142.4)	(43.3)	–	(2,258.4)
Depreciation	–	(12.1)	(228.0)	(6.9)	–	(247.0)
Transfers	–	–	(0.1)	–	–	(0.1)
Impairment	–	–	(3.5)	–	–	(3.5)
Other disposals	–	0.3	29.6	–	–	29.9
Closing balance	–	(84.5)	(2,344.4)	(50.2)	–	(2,479.1)
2019						
Cost						
Opening balance	219.1	287.5	4,743.4	108.5	91.1	5,449.6
Acquisitions	–	–	–	–	289.7	289.7
Transfers and reclassification	–	0.5	124.3	(0.6)	(147.0)	(22.8)
Other disposals	–	–	(11.7)	–	–	(11.7)
Closing balance	219.1	288.0	4,856.0	107.9	233.8	5,704.8
Accumulated depreciation and impairment losses						
Opening balance	–	(84.5)	(2,344.4)	(50.2)	–	(2,479.1)
Depreciation	–	(12.3)	(235.0)	(5.7)	–	(253.0)
Impairment	–	–	(25.3)	(2.0)	–	(27.3)
Transfers	–	–	(1.4)	0.7	–	(0.7)
Other disposals	–	–	10.7	–	–	10.7
Closing balance	–	(96.8)	(2,595.4)	(57.2)	–	(2,749.4)
Carrying amounts						
At 1 July 2017	219.9	214.3	2,466.4	61.7	83.7	3,046.0
At 30 June 2018	219.1	203.0	2,399.0	58.3	91.1	2,970.5
At 30 June 2019	219.1	191.2	2,260.6	50.7	233.8	2,955.4

¹ Acquisitions for the year ended 30 June 2018 includes \$17.0 million of non-cash additions in relation to locomotives.

3.2 Lease assets and liabilities

Significant accounting policies

As lessee

The Group has applied AASB 16 *Leases* using the modified retrospective approach.

Policy applicable from 1 July 2018

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. The Group's lease assets comprising properties, locomotives, wagons, motor vehicles and forklifts are used by the Group in the ordinary course of business. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- a) the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- b) the Group has the right to obtain substantially all the economic benefits from the use of the asset throughout the period of use; and
- c) the Group has the right to direct the use of the asset. The Group has the right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset either when:
 - the Group has the right to operate the asset; or
 - the Group designed the asset in a way that predetermines how and for what purpose it will be used.

This policy is applied to contracts entered into, or changed, on or after 1 July 2018. The Group will apply this policy to a portfolio of leases with similar characteristics.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component based on their relative stand-alone prices. However, for locomotives in which it is a lessee, the Group has not elected to separate non-lease components and account for the lease and non-lease components as a single lease component. For all other asset classes, non-lease components will be separated from lease components.

The Group recognises a right-of-use asset and lease liability at the lease commencement date. The right-of-use asset is initially measured at an amount which equals the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

For short-term leases and low value assets, a lease liability and right-of-use asset will be recognised at the lease commencement date, as the Group has elected not to apply this practical expedient.

The right-of-use asset is substantially depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property. In addition, the right-of-use asset is periodically reduced by impairment losses, if any; and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the unpaid lease payments at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate adjusted for the nature of the underlying asset and length of lease liability. Generally, the Group uses its incremental borrowing rate as adjusted for the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Group is reasonably certain to exercise;
- lease payments in an optional renewal period of the Group is reasonably certain to exercise an extension option; and
- penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Lease modifications are accounted for as a new lease with an effective date of the modification.

3.2 Lease assets and liabilities (continued)

Some leases contain extension options exercisable by the Group before the end of the contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable by the Group and not by the lessors. The Group assesses at the lease commencement whether it is reasonably certain to exercise the extension options and subsequently reassess whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control. The extension options provided to the Group were assessed by management.

	Properties \$M	Locomotives and Wagons \$M	Forklifts \$M	Motor vehicles \$M	June 2019 \$M
Right-of-use of assets					
Cost at 1 July 2018	235.9	9.7	10.7	9.1	265.4
Additions	6.2	3.4	4.8	1.1	15.5
Expiration	(0.5)	(6.8)	–	(0.1)	(7.4)
Closing balance	241.6	6.3	15.5	10.1	273.5
Accumulated depreciation					
Balance at 1 July 2018	–	–	–	–	–
Depreciation	(14.2)	(9.7)	(5.7)	(4.1)	(33.7)
Expiration	0.5	6.8	–	0.1	7.4
Closing balance	(13.7)	(2.9)	(5.7)	(4.0)	(26.3)
Carrying amounts					
At 1 July 2018	235.9	9.7	10.7	9.1	265.4
At 30 June 2019	227.9	3.4	9.8	6.1	247.2

	June 2019 \$M
Lease liabilities:	
Current	34.9
Non-current	222.2
Total lease liabilities	257.1
Maturity analysis – contractual undiscounted cash flows	
Within one year	34.2
One year or later and no later than five years	89.3
Five years or later	357.2
Total undiscounted lease liabilities	480.7
Amounts recognised in profit or loss	
Interest on lease liabilities	13.6
Variable lease payments not included in the measurement of lease liabilities	1.8
Income from sub-leasing right-of-use assets	(10.0)
	5.4
Amounts recognised in the statement of cash flows	
Total cash outflow for leases	42.6
	42.6

3.2 Lease assets and liabilities (continued)

Extension options

Some of the property (buildings), locomotive and forklift leases contain extension options that are exercisable by the Group within periods ranging from three months to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. Any extension options held are exercisable at the Group's discretion and not the lessors. The Group assesses at each lease commencement whether it is reasonably certain to exercise the extension options and reassesses its position if there is a significant event or significant change in circumstances within its control.

The following table sets out the discounted potential future lease payments in relation to extension options which are not included in the lease liabilities at reporting date.

	June 2019	
	Lease liabilities recognised (discounted)	Potential future lease payments not included in lease liabilities (discounted)
\$M		
Properties	237.3	18.3
Forklifts	10.0	10.9
	247.3	29.2

As a lessor

Lease income from lease contracts in which the Group is a lessor is as follows:

	June 2019 \$M
Operating lease	
Lease income	4.4
	4.4

Operating leases

The Group leases certain properties that it owns to third parties. The Group has classified these leases as operating leases, as they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets.

The following table sets out a maturity analysis of the lease receivables, showing the undiscounted lease payments to be received after the reporting date.

	June 2019 \$M
Maturity analysis – contractual undiscounted cash flows	
Less than one year	4.3
One to two years	4.3
Two to three years	4.3
Three to four years	4.3
Four to five years	4.0
More than five years	43.3
Total undiscounted lease payment receivable	64.5

Finance leases

The Group sub-leases certain leased properties to third parties. The Group has not identified any finance sub-leases as at reporting date.

3.3 Capital and other commitments

Accounting policy/explanation

The Company discloses capital and other commitments comprising contracted capital expenditure that will result in cash outflows in future years, but are not recognised as a liability at reporting date.

	2019 \$M	2018 \$M
Plant and equipment		
Contracted capital expenditure committed but not yet payable:		
Within one year	21.4	25.5
One year or later and no later than five years	11.5	–
	32.9	25.5
Other commitments		
Non-cancellable other contracts committed but not yet payable:		
Within one year	1.8	4.3
One year or later and no later than five years	3.0	2.3
	4.8	6.6

Other commitments

In July 2017 Pacific National entered into a binding agreement with Aurizon to purchase the Acacia Ridge Intermodal Terminal in Brisbane, Queensland. Separately, in August 2017 Pacific National also entered into a binding agreement to buy the Aurizon Queensland Intermodal Business as part of a consortium with Linfox. These arrangements include a terminal services agreement that require annual payments that are not included as lease commitments in note 3.2. These transactions were subject to approval by the ACCC and Foreign Investment Review Board. Total consideration for the two transactions was \$225.0 million, inclusive of \$5.0 million paid in February 2018 as the transactions had not yet completed within six months of signing. On 19 July 2018 the ACCC announced that it had formed the view that the proposed acquisitions of Aurizon's Acacia Ridge Intermodal Terminal and Queensland Intermodal Business by Pacific National should not proceed and commenced proceedings against Pacific National and Aurizon in relation to the proposed acquisitions in the Federal Court of Australia. The Federal Court Proceedings concluded in February 2019. The Federal Court's decision was handed down in May 2019 and found in favour of Pacific National that the acquisition of Aurizon's Acacia Ridge Terminal with the access undertaking offered by Pacific National does not substantially lessen competition. In June 2019 the ACCC submitted a notice of appeal against the decision of the Federal Court. Pacific National will be defending this appeal. At the date of signing these financial statements no date has been set for the appeal.

In August 2018 Aurizon exercised its right to terminate the binding agreement to sell the Aurizon Queensland Intermodal Business to Pacific National and Linfox for \$20.0 million, which resulted in Pacific National being refunded its \$10.0 million bid bond.

The remaining consideration payable by Pacific National for the \$205.0 million purchase of the Acacia Ridge Intermodal Terminal is \$170.0 million if this transaction completes, subject to the approval of the ACCC and Foreign Investment Review Board. These transactions with Aurizon are further described in Note 2.5 and Note 7.4.

3.4 Intangible assets

Accounting policy

Goodwill

Goodwill represents the future economic benefits that arise from assets that are not capable of being individually identified and separately recognised when the Group undertakes business combinations. Goodwill is calculated as the excess of the cost of an acquisition over the fair value of the Company's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Transaction costs incurred in connection with business combinations such as legal fees, due diligence fees and other professional services are expensed as incurred and not included in this calculation. Goodwill is recognised at cost less any accumulated impairment losses.

Goodwill is allocated to cash generating units ("CGUs") which represent the smallest group of assets that independently generate cash flow and whose cash flow is largely independent of cash flows generated by other assets. Goodwill is not amortised but is tested at least annually for impairment.

Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Negative goodwill arising on an acquisition is recognised directly in the profit or loss.

Accounting policy

Other intangible assets

Other intangible assets are those which are identifiable and can be sold separately or arise from legal rights. These can be acquired or internally generated.

Each class of intangible asset's valuation method on initial recognition, amortisation method and estimated useful life is set out in the table below:

Class of intangible asset	Valuation method	Amortisation methods	Estimated useful life
IT development software	Initially at cost and subsequently at cost less accumulated amortisation. Costs include external direct costs of materials and services, and direct payroll and payroll related costs of employees' time spent on the project.	Straight line	3 to 15 years
Customer contracts and relationships	Expected future cash flows from those contracts and relationships existing at the date of acquisition are estimated. These cash flows are then discounted back to present value.	Straight line	5 to 10 years
Other	Initially at cost and subsequently at cost less accumulated amortisation.	Straight line	3 to 44 years

Critical accounting estimates and judgements

Development costs

For internal IT projects to develop products or systems, judgement is involved in determining which costs relate to the research phase and which relate to the development phase of the project. Research costs are expensed to the profit or loss as incurred whereas IT development costs are capitalised to the statement of financial position where the Company has an intention and ability to use the related asset.

3.4 Intangible assets (continued)

Set out below is the movement in the cost and accumulated amortisation and impairment of the Group's intangible assets:

	Goodwill \$M	IT development and software \$M	Customer contracts and relationships \$M	Other ¹ \$M	Total \$M
2018					
Cost					
Opening balance	874.0	157.8	297.0	17.3	1,346.1
Transfers and reclassification	–	15.4	–	1.1	16.5
Other disposals	–	–	(297.0)	–	(297.0)
Closing balance	874.0	173.2	–	18.4	1,065.6
Accumulated amortisation and impairment losses					
Opening balance	–	(122.9)	(297.0)	(2.4)	(422.3)
Amortisation	–	(30.7)	–	(0.4)	(31.1)
Transfers and reclassification	–	(1.1)	–	–	(1.1)
Other disposals	–	–	297.0	–	297.0
Closing balance	–	(154.7)	–	(2.8)	(157.5)
2019					
Cost					
Opening balance	874.0	173.2	–	18.4	1,065.6
Acquisitions	–	–	–	30.0	30.0
Transfers and reclassification	–	22.8	–	–	22.8
Other disposals	–	(31.8)	–	–	(31.8)
Closing balance	874.0	164.2	–	48.4	1,086.6
Accumulated amortisation and impairment losses					
Opening balance	–	(154.7)	–	(2.8)	(157.5)
Amortisation	–	(10.6)	–	(1.9)	(12.5)
Other disposals	–	31.8	–	–	31.8
Closing balance	–	(133.5)	–	(4.7)	(138.2)
Carrying amounts					
At 1 July 2017	874.0	34.9	–	14.9	923.8
At 30 June 2018	874.0	18.5	–	15.6	908.1
At 30 June 2019	874.0	30.7	–	43.7	948.4

1. Other intangible assets comprise \$13.1 million (2018: \$14.0 million) of future track access rights and \$28.8 million for rights to enter into contracts with Aurizon.

3.4 Intangible assets (continued)

Critical accounting estimates and judgements

Impairment

Goodwill and intangible assets that have indefinite lives or that are not yet available for use are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. The Company assesses impairment by evaluating conditions specific to the Company and to the particular asset, which may lead to impairment. These include technological, market, economic or legal environments in which the Company operates. If an indicator of impairment exists, the recoverable amount of the asset is determined.

Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. These calculations involve making an estimate of the recoverable amount of the cash-generating units ("CGUs") to which goodwill and intangible assets with indefinite useful lives have been allocated. The recoverable amounts of CGUs have been determined based on fair value less cost of disposal calculations. These calculations require the use of assumptions which are detailed below.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its recoverable amount. A CGU is the smallest identifiable asset group that generates cash flows that largely are independent from those of other assets and groups. Subject to an operating segment ceiling test, for the purpose of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Impairment losses are recognised in the profit or loss. Impairment losses recognised in respect of an impaired CGU are allocated first to reduce the carrying amount of any goodwill allocated to the impaired CGU and then to reduce the carrying amount of the other assets on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other non-financial assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

The Group's corporate assets do not generate separate cash inflows and are utilised by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and tested for impairment as part of the testing of the CGU to which the corporate asset is allocated.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by independent valuations, valuation multiples, or other available fair value indicators. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

Allocation of goodwill to CGUs

	2019 \$M	2018 \$M
Coal (New South Wales)	524.0	524.0
Freight	350.0	350.0
Total goodwill	874.0	874.0

No goodwill is allocated to the Queensland portion of the Coal CGU.

The carrying amounts of goodwill in the CGUs at the current reporting date were fully supported by using the value-in-use methodology adopting cash flows from each CGU's strategic business plans.

3.5 Inventories

Accounting policy

Inventories consist predominantly of consumables used in maintenance activities and are stated at the lower of cost and net realisable value.

The net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated costs to sell. The cost of inventories includes all costs of purchases and other expenses incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of either weighted average cost or a first in, first out basis unless specific identification is possible.

Non-current inventories represent long life spare parts, also known as capital spares. This class of inventory represents major spare parts that can be cyclically overhauled and reused, and as such, are depreciated over the lower of their expected useful life and the expected useful life of the equipment they are used in, normally 8 to 30 years.

Specific obsolete items of inventory are written off.

The provision for obsolete and slow-moving items is assessed by particular inventory classes. The amount of provision is based on the value of stock identified as slow moving or excess to requirements.

	2019 \$M	2018 \$M
Current		
Inventories	25.3	17.7
Provision for obsolete and slow-moving items	(2.0)	(2.0)
	23.3	15.7

4. How we fund the business and manage risks

The Company has exposure to credit, liquidity and market risks relating to its use of financial instruments and working capital. This section presents information about the Company's exposure to each of these risks, the Company's objectives, policies and processes for measuring and managing risk, and the management of capital.

4.1 Financial risk management

Risk management framework

The Board has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has established the Audit and Risk Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the Board on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. These policies are reviewed to reflect changes in market conditions and the Company's activities. The Company, through its management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit and Risk Committee oversees how the Group monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit and Risk Committee is assisted in its oversight role by internal audit. Internal audit undertakes reviews of risk management controls and procedures, the results of which are reported to the committee.

A description of each risk and how it is managed:

Risk	Exposure arising from	Management	Balances exposed
Credit risk	Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and from treasury activities.	The Company's credit risk is managed within the limits set by the Board and they have established policies governing the Company's treasury activities, including the monitoring and management of credit risks arising from the use of derivatives.	Trade and other receivables Cash and cash equivalents Derivatives
Liquidity risk	Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.	The Company's policy in managing liquidity risk is to ensure that it always has sufficient liquidity to meet its financial obligations when due, as well as to accommodate unforeseen cash requirements over both the short and long term. The Company's liquidity risk is managed through: • maintenance of at call access to funds in the form of cash balances or committed, available revolving credit facilities; • maintenance of rigorous and regular cash flow forecasts; • regular review of the adequacy of banking arrangements; and • centralisation of surplus cash balances, and management thereof in compliance with the Company's credit risk policies.	Financial liabilities Cash and cash equivalents

4.1 Financial risk management (continued)

Risk	Exposure arising from	Management	Balances exposed
Market risk	Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and other market prices, impact on cash flows and the value of assets or liabilities, and as a consequence, on the value of the Company. Market risk reflects interest rate risk, foreign exchange risk and other market risks.	The goal of the Company's hedging activities is to manage and control, within acceptable parameters and in a cost effective manner, the potential adverse variations in the Company's value due to movements in market prices or rates. The Company uses derivative financial instruments to hedge market risks where appropriate. All hedging activity is subject to the financial risk management policies approved by the Board. The following principles govern the Company's use of derivative instruments: • no speculative transactions are permitted; • only transactions involving approved instruments are allowed; and • transactions are not permitted unless in compliance with approved credit limits and delegated authorities.	
	(i) Interest rate risk The Company borrows at floating rates of interest and holds cash or short-term investments that earn interest at floating rates, consequently cash flows are exposed to the impact of adverse changes in benchmark interest rates.	The Company manages its interest rate exposures by maintaining a policy to combine fixed and floating rate liabilities, through the use of approved derivative instruments, such as interest rate and cross-currency interest rate swaps, and entry into fixed rate borrowings.	Loans and borrowings
	(ii) Foreign exchange risk The Company is exposed to exchange rate risk where it has entered into transactions denominated in foreign currencies. The principal source of the Company's foreign exchange exposure is the purchase of capital equipment and the issuance of US dollar bonds and GBP bonds. From time to time, exchange rate exposures may also arise from operational outgoings and receipts. The exchange rates to which the Company is primarily exposed are US dollars and the GBP.	The Company manages its exchange rate exposures through the use of derivative instruments (such as forward exchange contracts) in accordance with the policy approved by the Board.	Loans and borrowings
	(iii) Other market risks The Company is exposed to market price risk on contracts for the purchase of fuel. The Company manages its exposure by passing on the impact of fuel price movements, where possible and appropriate, to customers.	Given the objective of the Company's financial risk management is to reduce the risk from potential adverse market price movements to acceptable levels on a cost effective basis, active management of this exposure via the use of approved derivative instruments is not considered necessary. This exposure is reviewed at least annually to ensure the treatment remains appropriate.	Trade payables

4.2 Financial assets

Accounting policy

Cash and cash equivalents

Cash and cash equivalents comprise cash balances, short-term bills and term deposits. Cash is deposited with creditworthy counterparties in accordance with Board approved credit limits.

Financial assets

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets:

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit and loss. Any gain or loss on derecognition is recognised in profit or loss. Financial assets recognised at amortised cost by the Group comprise trade and other receivables.

Impairment of financial assets

The Group measures loss allowances for trade receivables and contract assets using lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both qualitative and quantitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held);
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the financial asset is more than 90 days past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

ECLs are probability-weighted estimates of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is "credit-impaired" when one or more events that have detrimental impact on the estimated future cash flows of the financial asset have occurred.

Presentation of impairment

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Derivative financial assets

For accounting policy for derivative financial assets, refer to note 4.4.

4.2 Financial assets (continued)

The maximum exposure to credit risk at year-end is:

	Note	2019 \$M	2018 \$M
Current			
Cash and cash equivalents		67.7	171.9
Trade receivables (net of impairment)		199.4	197.2
Other receivables		81.4	77.0
Derivative financial assets	4.4	8.4	6.2
		356.9	452.3
Non-current			
Derivative financial assets	4.4	436.3	309.2
		436.3	309.2
Total financial assets		793.2	761.5

Exposure to counterparty credit risk

Trade and other receivables

The Company's credit risk on trade and other receivables arises principally from the creditworthiness of individual customers. The Company's customers are primarily large Australian and international companies of good credit standing. The vast majority of receivables are denominated in Australian dollars.

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered, and credit limits are then established for each customer. The Company's credit policy includes collection guidelines, such as the setting of collection targets, as well as follow-up procedures to manage overdue accounts and minimise collection risk.

A summary of the Group's exposure to credit risk for trade receivables is as follows:

		2019 \$M	2018 \$M
\$M	Not credit- impaired	Credit- impaired	A\$
Total gross carrying amount	199.5	7.5	201.5
Loss allowance	(0.4)	(7.2)	(4.3)
	199.1	0.3	197.2

Expected credit loss assessment as at 30 June 2019

The following table provides information about the exposure to credit risk and ECLs for trade receivables from customers as at 30 June 2019.

30 June 2019	Weighted- average loss rate	Not credit- impaired	Loss allowance
Current (not past due)	0.06%	152.8	0.1
1-30 days past due	0.12%	38.5	0.1
31-60 days past due	3.16%	2.7	—
61-90 days past due	9.21%	0.6	—
More than 90 days past due	42.91%	4.9	0.2
		199.5	0.4

4.2 Financial assets (continued)

Loss rates are based on actual credit loss experience over the past two years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movements in the allowance for impairment in respect of trade receivables

The movement in the allowance for impairment in respect of trade receivables and contract assets during the year was as follows. Comparative amounts for 2018 represent the allowance account for impairment losses under AASB 139.

	2019 \$M	2018 \$M
Balance at 1 July under AASB 139	4.3	5.0
Adjustment on initial application of AASB 9	—	—
Balance at 1 July under AASB 9	4.3	—
Amounts written off	(0.6)	(0.1)
Net remeasurement of loss allowance	3.9	(0.6)
Balance at 30 June	7.6	4.3

Other receivables

Other receivables for both the current and comparative period primarily consist of accrued income for services rendered and not yet invoiced and fuel excise rebate.

Cash and cash equivalents

The Group held cash and cash equivalents of \$67.7 million (2018: \$171.9 million) at year-end. The cash and cash equivalents are held with banks and financial institutions counterparties, which are rated AA- to A, based on Standard & Poor's ratings.

Derivatives

The derivatives are entered into with banks and financial institutions counterparties, which are rated AA- to BBB+, based on Standard & Poor's ratings.

4.3 Financial liabilities

Accounting policy

Financial Liabilities

Financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial liability is initially measured at fair value less transaction costs that are directly attributable to its issue. On initial recognition, financial liabilities are classified as measured at amortised cost or at fair value through profit and loss.

A financial liability is classified as at fair value through profit and loss if it is classified as held-for-trading, it is a derivative or is designated as such on initial recognition.

As all financial liabilities held by the company have are not classified as held-for-trading, nor are derivatives nor designated as such on initial recognition, the Company does not have a policy for subsequent measurement of other financial liabilities at fair value through profit and loss.

The financial liabilities that are recognised by the Company, comprising of borrowings, are subsequently measured at amortised cost, using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. The Group recognises trade and other payables at amortised cost.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

The accounting policy in relation to derivative financial assets and liabilities is detailed in note 4.4 while the policy for capitalised transaction costs is detailed in note 4.6.

The carrying amount of financial liabilities represents the maximum liquidity risk exposure. The maximum exposure to liquidity risk at year end was as follows:

	Note	2019 \$M	2018 \$M
Current			
Trade payables		111.7	116.2
Other payables and accrued expenses		184.6	185.2
Derivative financial liabilities	4.4	42.2	44.5
		338.5	345.9
Non-current			
Other payables and accrued expenses		126.8	89.5
Derivative financial liabilities	4.4	72.3	49.1
Loans and borrowings:		3,083.1	2,910.3
Syndicated bank loans	4.3.1	55.0	–
US dollar bonds (net of discount)	4.3.2	1,775.8	1,682.7
GBP bonds (net of discount)	4.3.3	541.7	534.2
AUD bonds (net of discount)	4.3.4	697.2	696.8
Unrealised fair value loss on US dollar bonds		25.9	12.3
Capitalised transaction costs		(12.5)	(15.7)
		3,282.2	3,048.9
Total financial liabilities		3,620.7	3,394.8

4.3 Financial liabilities (continued)

4.3.1 Bank facilities

The following table provides details of the components of the bank facilities and cash:

	Maturity	2019		2018	
		Facility	Utilised	Facility	Utilised
Syndicated revolving facility	September 2021	500.0	55.0	–	–
Syndicated revolving facility	September 2022	500.0	–	–	–
Syndicated revolving facility	September 2023	200.0	–	–	–
Syndicated revolving facility	September 2019	–	–	650.0	–
		1,200.0	55.0	650.0	–
Less: cash and cash equivalents		–	(67.7)	–	(171.9)
Net bank debt		1,200.0	(12.7)	650.0	(171.9)
Bank guarantee facility	July 2020	65.0	49.7	100.0	47.1
		1,265.0	37.0	750.0	(124.8)

On 11 September 2018 Pacific National amended and restated its Syndicated Facility Agreement and entered into two new \$500.0 million tranches and one \$200.0 million tranche. Each tranche is a revolving facility and they mature in September 2021, September 2022 and September 2023 respectively. At the same time the remaining \$650.0 million tranche that existed prior to the amendment and restatement was cancelled. On 16 January 2019 Pacific National reduced its bank guarantee facility from \$100.0 million to \$65.0 million.

As at 30 June 2019, all syndicated revolving credit facilities, working capital facilities, US dollar bonds, GBP bonds and AUD bonds were unsecured. Pacific National pays interest on its bank facilities at a margin above the bank bill swap rate. As at 30 June 2019 the syndicated bank loans were drawn to \$55.0 million (30 June 2018: \$nil).

4.3.2 US dollar bonds

The following table provides details of the components of the US dollar bonds:

\$M	Maturity	2019		2018	
		US\$	A\$ ¹	US\$	A\$
US dollar 10 year bonds ²	September 2020	600.0	854.6	600.0	810.3
US dollar 10 year bonds ³	March 2028	400.0	569.8	400.0	540.2
US dollar 12 year bonds ⁴	April 2023	250.0	356.1	250.0	337.6
US bonds (gross of discount)		1,250.0	1,780.5	1,250.0	1,688.1
Discount on US dollar bonds		(3.8)	(4.7)	(4.4)	(5.4)
US bonds (net of discount)		1,246.2	1,775.8	1,245.6	1,682.7

1. Australian dollar equivalent calculated at the spot rate on 30 June 2019.

2. As at 30 June 2019, the Company's currency and interest rate exposure on the US dollar 10 year bonds was hedged to 100% (2018: 100%) through fixed-for-fixed cross-currency interest rate swaps.

3. As at 30 June 2019, the Company's currency and interest rate exposure on the US dollar 10 year bonds was hedged to 100% (2018: 100%) through fixed-for-fixed cross-currency interest rate swaps.

4. As at 30 June 2019, the Company's currency exposure on the US dollar 12 year bonds was hedged to 100% (2018: 100%) and the Company's interest rate exposure for all the bonds was hedged to 62% (2018: 62%) through a combination of fixed-for-floating cross-currency interest rate swaps and interest rate swaps.

4.3.3 Sterling bonds

The following table provides details of the components of the GBP bonds:

\$M	Maturity	2019		2018	
		GB£	A\$ ⁵	GB£	A\$
GBP 10 year bonds ⁶	September 2023	300.0	542.5	300.0	535.2
Discount on GBP bonds		(0.5)	(0.8)	(0.6)	(1.0)
GBP bonds (net of discount)		299.5	541.7	299.4	534.2

5. Australian dollar equivalent calculated at the spot rate on 30 June 2019.

6. As at 30 June 2019, the Company's currency and interest rate exposure on the GBP bonds was hedged to 100% (2018: 100%) through fixed-for-fixed cross-currency interest rate swaps.

4.3 Financial liabilities (continued)

4.3.4 Australian dollar bonds

The following table provides details of the components of the AUD bonds:

\$M	Maturity	2019	2018
		A\$	A\$
AUD 10 year bonds	May 2027	350.0	350.0
AUD 10 year bonds	May 2025	350.0	350.0
Discount on AUD bonds		(2.8)	(3.2)
AUD bonds (net of discount)		697.2	696.8

Exposure to liquidity risk

The following table provides a comparison between the financial liabilities carrying amount and the undiscounted contractual cash flows:

	Carrying amount \$M	Less than 1 year \$M	1 to 2 year(s) \$M	2 to 5 years \$M	Over 5 years \$M	Total \$M
2018						
Non-derivatives						
US dollar bonds (gross of discount)	1,688.1	76.9	76.5	1,284.4	495.0	1,932.8
Unrealised loss on US bonds	12.3	—	—	—	—	—
GBP bonds (gross of discount)	535.2	26.8	26.8	80.2	561.9	695.7
AUD bonds (gross of discount)	700.0	133.0	31.9	95.6	690.8	951.3
Trade payables	116.2	116.2	—	—	—	116.2
Other payables and accrued expenses	274.7	185.2	89.5	—	—	274.7
Derivatives						
Forward exchange contracts	0.7	24.3	—	—	—	24.3
Interest rate swaps	10.6	2.5	3.0	6.7	(1.0)	11.2
Cross-currency swaps	(233.1)	21.4	22.0	(233.0)	(61.5)	(251.1)
Total financial liabilities	3,104.7	586.3	249.7	1,233.9	1,685.2	3,755.1
2019						
Non-derivatives						
US dollar bonds (gross of discount)	1,780.5	88.0	922.8	480.0	678.0	2,168.8
Unrealised loss on US bonds	25.9	—	—	—	—	—
GBP bonds (gross of discount)	542.5	27.1	27.1	623.9	—	678.1
AUD bonds (gross of discount)	700.0	35.7	35.4	107.0	771.9	950.0
Trade payables	111.7	111.7	—	—	—	111.7
Other payables and accrued expenses	311.4	184.6	126.8	—	—	311.4
Derivatives						
Forward exchange contracts	0.1	0.1	—	—	—	0.1
Interest rate swaps	24.6	5.1	5.9	12.5	3.2	26.7
Cross-currency swaps	(354.9)	(9.8)	200.3	158.1	50.5	399.1
Total financial liabilities	3,141.8	442.5	1,318.3	1,381.5	1,503.6	4,645.9

In addition to the principal amounts under syndicated bank loans, interest is accrued at a floating rate. In addition to the principal amounts of US dollar bonds, GBP bonds and AUD bonds, interest is accrued at fixed coupon rates. The weighted average cost of debt as at 30 June 2019 was 6.5% (2018: 6.6%) per annum across the US dollar, GBP bonds and AUD bonds.

4.4 Derivative financial instruments

Accounting policy

Derivative financial instruments

The Company enters into derivative financial instruments from time to time to hedge its interest rate and foreign currency risk exposures.

At the inception of the hedging transaction, the Company documents the type of hedge, the hedged item or transaction, the hedging instrument, the nature of the risk being hedged, the relationship between the hedging instrument and hedged item, as well as its risk management objective and strategy for undertaking the relevant hedge transaction. The Company's hedge documentation also demonstrates, both at hedge inception and on an ongoing basis that the hedge has been and is expected to continue to be highly effective.

Derivatives are recognised initially at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are accounted for as described below:

Derivatives that qualify for hedge accounting

Fair value hedges

For a derivative or financial instrument designated as hedging the change in fair value of a recognised asset or liability, the gain or loss on the derivative or financial instrument is recognised in the profit or loss immediately, together with the loss or gain on the hedged asset or liability that is attributable to the hedge risk.

Cash flow hedges

Changes in the fair value of derivatives designated as cash flow hedges are recognised directly in other comprehensive income to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognised immediately in the profit or loss within finance income or expense.

If the derivative no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised or the designation is revoked, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognised in equity remains there until the underlying forecast transaction occurs. When the hedged item is a non-financial asset, the amount recognised in equity is transferred to the carrying amount of the asset when it is recognised. In other cases, the amount recognised in equity is transferred to the profit or loss in the same period that the hedged item affects the profit or loss.

Derivatives that do not qualify for hedge accounting

Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are recognised immediately in the profit or loss.

The following table shows the notional value of the derivative instruments held by the Company, the nature of the hedge relationship with the underlying debt instrument and their fair values as at reporting date:

Derivative instrument	Nature of hedge	2019 \$M			2018 \$M		
		Notional amount	Asset	Liability	Notional amount	Asset	Liability
Forward exchange contracts	Cash flow hedge	23.3	0.1	0.2	24.3	0.4	1.1
Interest rate swaps	Cash flow hedge	100.0	–	10.9	100.0	–	1.7
	Not in hedge	150.0	–	13.7	150.0	–	8.9
Cross-currency interest rate swaps	Fair value hedge	242.5	25.9	–	242.5	14.1	–
	Cash flow hedge	1,668.2	418.7	89.6	1,668.2	300.9	81.9
		2,184.0	444.7	114.4	2,185.0	315.4	93.6

4.4 Derivative financial instruments (continued)

Hedge Accounting

As at 30 June 2019	Nominal Amount of Hedging Instrument and Hedged Item	Hedge Rates	Carrying Amount of the Hedging Instrument (AUD)		Change in Value of the Hedging Instrument used for Calculating Hedge Ineffectiveness	Change in Value of the Hedged Item used for Calculating Hedge Ineffectiveness	Change in Value of the Hedging Instrument Recognised in Other Comprehensive Income	Hedge Ineffectiveness Recognised in Profit or Loss	Amount Reclassified from the Cash Flow Hedge Reserve to Profit or Loss
In AUD	\$M		Assets	Liabilities	\$M	\$M	\$M	\$M	\$M
Cash flow hedges									
Capital expenditure – FX forwards	23.3	0.697-0.742	0.1	0.2	0.6	(0.6)	0.6	–	–
Bonds – Interest (IRS)	100.0	5.425-5.427	–	10.9	(14.0)	14.0	(14.0)	0.3	–
Bonds – Interest & FX (CCIRS)	1,668.2	5.088-8.224	418.7	89.6	108.4	(108.4)	108.4	(0.1)	–
Fair value hedges									
Bonds – Interest (CCIRS)	242.5	BBSW+3.027	25.9	–	13.5	(13.5)	13.5	0.1	–

Forward exchange contracts

There has been no material hedge ineffectiveness during the period between designation of these forward exchange rate contracts and the reporting date. The movement in fair value over the life of the instrument was a cumulative loss of \$0.4 million (2018: cumulative gain of \$0.9 million) after tax, which has been deferred in the hedge reserve and will be released to the comprehensive income when the anticipated transaction occurs.

Interest rate swaps

During the period between designation of these interest rate swaps in the hedge relationships and the reporting date, there was no ineffective portion of movements in fair value (2018: \$nil). The fair value includes an adjustment for the impact of credit.

The effective portion of movements in fair value over the life of the interest rate swaps designated as cash flow hedge was a cumulative liability of \$10.9 million (2018: \$1.7 million cumulative liability) after tax. This was deferred in the hedge reserve to be released to the profit or loss either over the life of the syndicated bank loans or when the anticipated transaction occurs.

Cross-currency interest rate swaps

The fair value movement of the cross-currency interest rate swaps was a gain of \$13.5 million (2018: loss \$0.3 million). In relation to all cross-currency interest rate swaps, a credit adjustment of \$0.3 million was recorded in profit or loss for the year as a gain (2018: loss of \$0.4 million).

4.4 Derivative financial instruments (continued)

Derivative assets and liabilities designated as cash flows and fair value hedges

The following table indicates the periods in which the cash flows associated with cash flow and fair value hedges are expected to occur and the carrying amounts of the related hedging instruments.

		Expected cash flows						
		Carrying amount	Notional amount \$M	Less than 1 year \$M	1 to 2 year(s) \$M	2 to 5 years \$M	Over 5 years \$M	Total \$M
2018								
Forward exchange contracts	Cash flow hedge	(0.7)	24.3	(0.7)	–	–	–	(0.7)
Interest rate swaps	Cash flow hedge	(1.7)	100.0	(0.7)	(0.7)	(1.3)	1.0	(1.7)
Cross-currency interest rate swaps	Fair value hedge	14.1	242.5	4.3	2.7	7.3	–	14.3
	Cash flow hedge	219.0	1,668.2	(25.7)	(24.7)	225.6	61.4	236.6
Total		230.7	2,035.0	(22.8)	(22.7)	231.6	62.4	248.5
2019								
Forward exchange contracts	Cash flow hedge	(0.1)	23.3	(0.1)	–	–	–	(0.1)
Interest rate swaps	Cash flow hedge	(10.9)	100.0	(1.6)	(1.9)	(4.8)	(2.9)	(11.2)
Cross-currency interest rate swaps	Fair value hedge	25.9	242.5	5.2	7.4	14.2	–	26.8
	Cash flow hedge	329.1	1,668.2	(15.0)	192.9	144.0	50.5	372.4
Total		344.0	2,034.0	(11.5)	198.4	153.4	47.6	387.9

Exposure to interest rate risk

The interest rate profile of the Group's interest bearing financial assets and liabilities is:

	2019 \$M	2018 \$M
Fixed rate instruments		
Financial liabilities (US dollar bonds, AUD bonds and GBP bonds)	(2,923.0)	(2,823.4)
	(2,923.0)	(2,823.4)
Effect of derivative contracts in a hedge relationship	329.1	219.1
	(2,593.9)	(2,604.3)
Variable rate instruments		
Financial liabilities (AUD bonds)	(100.0)	(100.0)
Financial assets (Cash and cash equivalents)	67.7	171.9
	(32.3)	71.9
Effect of derivative contracts in a hedge relationship	15.0	12.4
	(17.3)	84.3

Fair value sensitivity analysis for fixed interest rate instruments

As at 30 June 2019, the Company had US dollar fixed interest rate borrowings recorded at amortised cost. At inception, these were designated into fair value hedge relationships whereby the fair value impact for changes in interest rates of the hedged item were offset by the fair value change of the hedging instruments. Consequently, a change in interest rates at the reporting date would not have a material net impact on the profit or loss.

4.4 Derivative financial instruments (continued)

Cash flow sensitivity analysis for variable interest rate instruments

A 1.0% (100 basis points) per annum change in interest rates at the reporting date would have increased/(decreased) interest expense and equity by the amounts shown below assuming that all other variables remain constant.

	Profit or loss		Equity	
	1% pa increase \$M	1% pa decrease \$M	1% pa increase \$M	1% pa decrease \$M
2018				
Interest rate swaps	8.8	(8.8)	7.2	(7.1)
2019				
Interest rate swaps	5.6	(5.6)	7.8	(7.8)

Currency sensitivity analysis

The profit or loss impact of a 10% per annum change in the Australian dollar, against the US dollar, would be \$nil during the period between designation and the reporting date as no ineffective portion of movements in fair value was identified by the Company's hedge effectiveness testing. A 10% per annum change in the Australian dollar against the following currencies at 30 June 2019 would have (increased)/decreased equity by the amounts shown in the table below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	2019		2018	
	10% pa increase \$M	10% pa decrease \$M	10% pa increase \$M	10% pa decrease \$M
US dollar	(2.1)	2.6	(1.5)	2.3

The following significant exchange rates applied during the financial year:

	2019		2018	
	Average rate	Year end rate 30 June	Average rate	Year end rate 30 June
US dollar	0.715	0.702	0.775	0.740
GBP	0.553	0.553	0.576	0.561

Exposure to foreign currency risk

The notional value of foreign exchange contracts at balance sheet date were as follows:

	2019		2018	
	USD	GBP	USD	GBP
Forward exchange contracts	16.4	–	17.5	–
Cross-currency interest rate swaps	1,250.0	300.0	1,250.0	300.0

Master netting or similar agreements

The Company enters into derivative transactions under International Swaps and Derivatives Association ("ISDA") master netting agreements. In general, under such agreements the amounts owed by each counterparty on a single day in respect of all transactions outstanding in the same currency are aggregated into a single net amount that is payable by one party to the other. In certain circumstances, e.g. when a credit event such as a default occurs, all outstanding transactions under the agreement are terminated, the termination value is assessed and only a single net amount is payable in settlement of all transactions.

The ISDA agreements do not meet the criteria for offsetting in the statement of financial position. This is because the Company does not have any currently legally enforceable right to offset recognised amounts, because the right to offset is enforceable only on the occurrence of future events such as a default on the bank loans or other credit events.

The following table sets out the carrying amounts of recognised financial instruments (on an instrument by instrument basis) that are subject to the above agreements and provides a reconciliation of derivative disclosures per the statement of financial position.

4.4 Derivative financial instruments (continued)

	Gross and net amounts of financial instruments in the Consolidated Statement of Financial Position \$M	Amounts subject to master netting agreement \$M	Net exposure \$M
2018			
Financial assets			
Forward exchange contracts	0.4	—	0.4
Cross-currency interest rate swaps	245.9	12.8	233.1
	246.3	12.8	233.5
Financial liabilities			
Interest rate swaps	10.6	—	10.6
Forward exchange contracts	1.1	—	1.1
Cross-currency interest rate swaps	12.8	12.8	—
	24.5	12.8	11.7
Net balance	221.8	—	221.8
2019			
Financial assets			
Forward exchange contracts	0.1	—	0.1
Cross-currency interest rate swaps	444.6	89.7	354.9
	444.7	89.7	355.0
Financial liabilities			
Interest rate swaps	24.6	—	24.6
Forward exchange contracts	0.2	—	0.2
Cross-currency interest rate swaps	89.7	89.7	—
	114.5	89.7	24.8
Net balance	330.2	—	330.2

The following table provides a reconciliation of recognised financial instruments that are subject to the master netting or similar agreements to derivative disclosures per the Consolidated Statement of Financial Position.

	2019 \$M	2018 \$M
Gross and net amounts of financial instruments in the Consolidated Statement of Financial Position		
Total gross assets	444.7	246.3
Total gross liabilities	114.5	24.5
	330.2	221.8
Reconciliation to Consolidated Statement of Financial Position		
Derivative financial assets – current	8.4	6.2
Derivative financial assets – non-current	436.3	309.2
Derivative financial assets	444.7	315.4
Derivative financial liabilities – current	42.2	(44.5)
Derivative financial liabilities – non-current	72.3	(49.1)
Derivative financial liabilities	114.5	(93.6)
Net balance	330.2	221.8

4.5 Fair value of financial assets and liabilities

Accounting classification and fair value

All derivative financial instruments are carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted price (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data.

All of the Company's financial assets and liabilities fall into Level 2 of the fair value hierarchy. The carrying amount approximates the fair value of all financial assets and liabilities, with the exception of GBP, US dollar and Australian dollar bonds.

The fair values of the GBP, US dollar and Australian dollar bonds are shown below:

	2019		2018	
	Carrying amount \$M	Fair value \$M	Carrying amount \$M	Fair value \$M
US dollar bonds, gross of discount and unrealised fair value loss	1,780.5	1,843.0	1,688.1	1,711.2
GBP bonds, gross of discount	542.5	601.0	535.2	598.2
AUD bonds, gross of discount	700.0	776.9	700.0	729.8

Valuation techniques of financial assets and liabilities measured at fair value

Type	Valuation technique
Debt securities	Discounted cash flows using a contract cash flows and a market related discount rate
Interest rate swaps and cross-currency swaps	Discounted cash flows
Forward exchange contracts	Calculated using spot foreign exchange market rates and market forward curves for each currency pair at the end of period date
Other derivative financial instruments	Calculated based on broker quotes which are tested for reasonableness by discounting expected future cash flows using market interest rates for a similar instrument at the measurement date
Other financial liabilities	Discounted cash flows using the current market interest rate that is available to the Company for similar instruments

Interest rates used in determining fair value

The interest rates used to discount estimated cash flows, where applicable, are based on the Australian dollar, US dollar and GBP yield curves at the reporting date and were as follows:

	2019 % pa	2018 % pa
Australian dollar derivatives	1.2 to 1.4	2.1 to 2.8
US dollar derivatives and fair value adjustments to US dollar bonds	2.3 to 1.9	2.4 to 2.9
GBP derivatives and fair value adjustments to GBP bonds	0.8 to 0.8	0.7 to 1.5

4.6 Finance income and expense

Accounting policy

Finance income comprises interest income on funds invested, mainly cash, and gains on hedging instruments that are recognised in profit or loss. Interest income is recognised as it accrues, using the effective interest method.

Finance expense comprises interest expense on borrowings, deferred loan origination fees, unwinding of the discount on provisions, losses on hedging instruments that are recognised in profit or loss and impairment losses recognised on financial assets, other than trade receivables.

Interest on borrowings is expensed as incurred using the effective interest method. Transaction costs incurred in relation to the financing of qualifying assets, which are assets or significant construction projects that take generally more than 12 months to commission, are capitalised as part of the cost of the asset or project and amortised over the life of the asset or project.

Transaction costs associated with the issuance of debt instruments such as various fees and commissions paid to banks, lawyers and others, as well as purchase premiums and discounts on loans, are capitalised as part of the liability and amortised to the income statement over the life of the underlying debt instrument.

Finance income and expense is reconciled to the Consolidated Statement of Profit or Loss and Consolidated Statement of Comprehensive Income as follows:

	2019 \$M	2018 \$M
Recognised directly in the Consolidated Statement of Profit or Loss		
Interest income	2.1	6.1
Finance income	2.1	6.1
Interest expense	(186.8)	(182.5)
Amortisation of capitalised transaction costs	(7.5)	(9.7)
Guarantee and commitment fees	(7.9)	(8.8)
Unwind of discount on long-term provisions	(4.4)	(5.3)
Credit value adjustment recognised in the profit or loss	0.3	(0.4)
Net change in fair value of derivatives not designated in a hedge relationship	(5.2)	4.7
Finance expense	(211.5)	(202.0)
Recognised directly in the Consolidated Statement of Comprehensive Income		
Effective portions of changes in fair value of cash flow hedges	(0.1)	(14.7)
Tax on finance income and finance costs recognised in the Consolidated Statement of Comprehensive Income	–	4.5
Finance expense recognised directly in the Consolidated Statement of Comprehensive Income, net of tax	(0.1)	(10.2)

4.7 Dividends

Accounting policy

Once resolved to be paid, dividends are a liability of the Company and, to the extent they are not paid at the reporting date, are accounted for as other financial liabilities.

No dividends were declared or paid by the Company for the current reporting period ended 30 June 2019 (30 June 2018: 16.44 cents per share, unfranked). The Company paid an aggregate \$506.2 million return of capital to shareholders during the current reporting period (2018: \$nil).

No franking account is held by the Company as at 30 June 2019 (30 June 2018: \$nil).

4.8 Reserves

Movement in reserves:

	Common control \$M	Hedge \$M	Cost of Hedging \$M	Profit \$M	Total \$M
2018					
Opening balance	(4,911.2)	(78.0)	—	2,966.4	(2,022.8)
Other comprehensive income	—	(10.2)	—	—	(10.2)
Dividends declared	—	—	—	(160.4)	(160.4)
Reserves transferred to retained earnings	—	—	—	(2,806.0)	(2,806.0)
Closing balance	(4,911.2)	(88.2)	—	—	(4,999.4)
2019					
Opening balance	(4,911.2)	(88.2)	—	—	(4,999.4)
Other comprehensive income	—	(7.4)	7.5	—	0.1
Other	—	(0.1)	—	—	(0.1)
Closing balance	(4,911.2)	(95.7)	7.5	—	(4,999.4)

Common control reserve

As a result of the Company's formation through a combination of entities under common control, an equity account was created as a component of equity, called the common control reserve. The balance of the account represents the excess of the fair value of the Company shares as traded on 15 June 2007 over the initial carrying value of the businesses transferred from Toll to the Company at the time of the demerger.

Hedge reserve

The hedge reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments, net of tax, related to hedged transactions that have not yet occurred.

Profit reserve

The profit reserve was established to record profits from which franked and unfranked dividends can be paid.

4.9 Contributed equity

Accounting policy

Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in contributed equity as a deduction, net of tax, from the proceeds of issue.

Movement in number of issued shares:

	Date	Price per share \$	Number of fully paid ordinary shares	\$M
2018				
Parent				
Balance at	1 July 2017		975,385,664	5,618.8
Balance at	30 June 2018		975,385,664	5,618.8
2019				
Parent				
Balance at	1 July 2018		975,385,664	5,618.8
Return of capital ¹	—		—	(506.2)
Balance	30 June 2019		975,385,664	5,112.6

1. Pacific National paid an aggregate \$506.2 million return of capital to shareholders during the current reporting period (2018: \$nil).

4.10 Retained earnings / Accumulated losses

	2019 \$M	2018 \$M
Opening balance	696.2	(2,322.4)
Profit after tax attributable to owners of Pacific National Holdings Pty Ltd	234.9	211.0
Other comprehensive (loss)/income	(9.9)	1.6
Reserves transferred to retained earnings	—	2,806.0
Closing balance	921.2	696.2

5. How we structure the business

This section provides information which will help users understand how the Group structure affects the financial position and performance of the Group as a whole. In particular, there is information about:

- changes to the structure that occurred during the year as a result of business combinations;
- significant subsidiaries;
- interests in joint ventures; and
- parties to the deed of cross guarantee under which each company guarantees the debts of the others.

5.1 Subsidiaries

Accounting policy

Subsidiaries

Subsidiaries are those entities over which the Company has the power, directly or indirectly, to govern the financial and operating policies generally accompanied by an equity holding of more than half the voting rights. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control of the subsidiary commences until the date that control ceases.

Inter-entity transactions, balances and unrealised gains on transactions between Group entities are eliminated.

Non-controlling interests

Other non-controlling interests are interests in partly owned subsidiaries, which are not held either directly or indirectly by Pacific National Holdings Pty Ltd.

Significant subsidiaries

All significant operating subsidiaries as at 30 June 2019 listed below were incorporated in Australia.

Pacific National Finance Pty Ltd¹

Pacific National Services Pty Limited²

Pacific National (NSW) Pty Limited

Pacific National (QLD) Pty Limited

Pacific National (Queensland Coal) Pty Limited

1. Formerly Asciano Finance Limited

2. Formerly Asciano Services Pty Limited

5.2 Deed of cross guarantee

Pursuant to ASIC Corporations (Wholly owned Companies) Instrument 2016/785, the wholly owned subsidiaries of the Parent listed below are relieved from the *Corporations Act 2001* requirements for preparation, audit and lodgement of financial reports and directors' reports.

It is a condition of the Instrument that the Parent and each of the wholly owned subsidiaries enter into a deed of cross guarantee. The effect of the deed is that the Parent guarantees to each creditor payment in full of any debt in the event of the winding up of any of the wholly owned subsidiaries under certain provisions of the *Corporations Act 2001*. If a winding up occurs under other provisions of the Act, the Parent will only be liable in the event that after six months any creditor has not been paid in full. The wholly owned subsidiaries have also given similar guarantees in the event that the Parent is wound up.

The subsidiaries subject to the deed as at 30 June 2019 are as follows:

Pacific National Executive Services Pty Ltd ¹	Pacific National Holdings (Executive) Pty Ltd ⁶
Pacific National Holdings (Corporate) Pty Ltd ²	Pacific National Holdings (Properties) Pty Ltd ⁷
Pacific National Holdings (Rail) Pty Ltd ³	Pacific National Properties (Operations) Pty Ltd ⁸
Pacific National Properties Pty Ltd ⁴	Pacific National Rail Holdings Pty Ltd ⁹
Pacific National Services Pty Ltd ⁵	Asciano (Employee Share Plans) Pty Ltd
ATN Access Pty Limited	National Rail Consortium (Insurance) Pty Ltd
Pacific National (NSW) Pty Ltd	Pacific National Bulk Rail Pty Ltd ¹⁰
Pacific National (Queensland Coal) Pty Ltd	Pacific National (QLD) Pty Ltd
Pacific National (Tasmania) Pty Limited	Pacific National (Queensland Coal Holdco) Pty Ltd
PN Tas (Services) Pty Limited	Pacific National Pty Ltd
Terminals Australia Pty Limited	PN Tas (Operations) Pty Limited
	ACN 106 978 330 Pty Ltd

1. Formerly Asciano Executive Services Pty Ltd
2. Formerly Asciano Holdings (Corporate) Pty Ltd
3. Formerly Asciano Holdings (Rail) Pty Ltd
4. Formerly Asciano Properties Pty Ltd
5. Formerly Asciano Services Pty Ltd
6. Formerly Asciano Holdings (Executive) Pty Ltd
7. Formerly Asciano Holdings (Properties) Pty Ltd
8. Formerly Asciano Properties (Operations) Pty Ltd
9. Formerly Asciano Rail Holdings Pty Ltd
10. Formerly Pacific National (Bulk Rail) Pty Ltd

5.2 Deed of cross guarantee (continued)

A Consolidated Statement of Comprehensive Income, a summary of retained earnings, and a Consolidated Statement of Financial Position, comprising the Parent and controlled entities that are a party to the deed of cross guarantee, after eliminating all transactions between parties to the deed, at 30 June 2019 are set out as follows:

	2019 \$M	2018 \$M
Consolidated Statement of Comprehensive Income		
Revenue from services rendered	2,487.2	2,457.6
Other income/(loss)	148.5	(118.2)
Operating expenses excluding depreciation and amortisation	(1,656.8)	(1,681.0)
Profit before depreciation, amortisation, net finance costs and tax	978.9	658.4
Depreciation	(314.0)	(253.0)
Amortisation	(12.5)	(31.1)
Profit before net finance costs and tax	652.4	374.3
Net finance expense	(47.7)	(47.3)
Profit before tax	604.7	327.0
Tax expense	(186.8)	(98.0)
Profit after tax	417.9	229.0
Other comprehensive loss	(9.8)	(18.0)
Profit for the period	408.1	211.0
Retained earnings / (Accumulated losses) at beginning of year	565.3	(2,459.6)
Transfers from reserves	—	2,813.9
Retained earnings at end of the year	973.4	565.3

5.2 Deed of cross guarantee (continued)

Consolidated Statement of Financial Position	2019 \$M	2018 \$M
Current assets		
Cash and cash equivalents	67.6	171.8
Trade and other receivables	280.8	264.4
Prepayments and other assets	12.2	18.4
Inventories	23.3	15.7
Derivative financial assets	8.4	6.2
Total current assets	392.3	476.5
Non-current assets		
Property, plant and equipment	2,955.4	2,970.5
Lease assets	247.2	–
Intangible assets	948.4	908.1
Prepayments and other assets	–	30.0
Net deferred tax assets	93.0	184.0
Derivative financial assets	436.3	309.2
Other assets	–	0.1
Total non-current assets	4,680.3	4,406.4
Total assets	5,072.6	4,882.9
Current liabilities		
Trade and other payables	251.7	248.9
Provisions and employee benefits	103.7	98.4
Lease Liabilities	34.9	–
Derivative financial liabilities	42.2	44.5
Total current liabilities	432.5	391.8
Non-current liabilities		
Other payables and accrued expenses	236.0	147.1
Provisions and employee benefits	50.0	50.4
Lease Liabilities	222.2	–
Loans and borrowings	2,973.0	3,059.8
Derivative financial liabilities	72.3	49.1
Total non-current liabilities	3,553.5	3,306.4
Total liabilities	3,986.0	3,698.2
Net assets	1,086.6	1,184.7
Equity		
Contributed equity	5,112.6	5,618.8
Reserves	(4,999.4)	(4,999.4)
Retained earnings	973.4	565.3
Total equity	1,086.6	1,184.7

6. How we remunerate our employees

This section presents information in relation to remuneration paid by the Company to its employees including information in relation to payments to key management personnel, issued share-based payment awards and other employee benefits including superannuation.

6.1 Employee benefits and superannuation

Accounting policy

Long-term service benefits

The Company's net obligation in respect of long-term service benefits, other than superannuation, is the amount of future benefits that employees have earned in return for their service in the current and prior periods. That benefit is calculated using expected future increases in wage and salary rates including related on-costs and expected settlement dates, and is discounted using the rates attached to the Australian Corporate Bonds as generated in the Milliman report that have maturity dates approximating the terms of the Company's obligations.

Long service leave is classified as current where the leave has vested, or will vest within the next 12 months, in accordance with the relevant state legislation under which the employee operates.

Defined contribution superannuation funds

Obligations for contributions to defined contribution superannuation funds are recognised as an expense in the profit or loss as incurred.

Defined benefit superannuation funds

The Company's net obligation in respect of defined benefit superannuation funds is calculated separately for each fund by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. The benefit is discounted to determine its present value and the fair value of any fund assets and any unrecognised past service cost is deducted.

The discount rate is the yield at the end of period date on the Australian Corporate Bonds as generated in the Milliman report that have maturity dates approximating to the terms of the Company's obligations. The calculation is performed annually by a qualified actuary using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures, periods of service and taxes.

When the benefits of a fund are improved, the portion of the increased benefit relating to past service by employees is recognised in the profit or loss on a straight line basis over the average period until the benefits become vested. To the extent that the benefits vest immediately, the expense is recognised immediately in the profit or loss. Actuarial gains and losses are recognised directly in other comprehensive income.

The Company determines the net interest expense (income) for the period on the net defined benefit liability (asset) by applying the same discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset) after taking into account contributions and benefit payments during the period. Consequently, the net interest recognised in the statement of profit or loss comprises:

- interest cost on the defined benefit obligation at the start of the period; and
- interest income on plan assets during the period.

The difference between the actual return on plan assets for the year and the interest income on plan assets is recognised as part of remeasurement within other comprehensive income.

Short-term employee benefits

Liabilities for employee benefits for wages, salaries, annual leave and sick leave that are due within 12 months of the reporting date represent present obligations resulting from employees' services provided at the reporting date. These balances are calculated at undiscounted amounts based on remuneration wage and salary rates that the Company expects to pay as at the reporting date including related on-costs, such as workers compensation insurance and payroll tax. Non-accumulating non-monetary benefits (such as parking and mobile telephone expenses) are expensed based on the net marginal cost to the Company as the benefits are taken by the employees.

Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or when the employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or to providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of reporting date are discounted to present value.

6.1 Employee benefits and superannuation (continued)

Defined benefit superannuation funds

A liability or asset in respect of defined benefit superannuation funds is recognised in the statement of financial position, and is measured as the present value of the defined benefit obligation less the fair value of the superannuation fund's assets and any unrecognised past service cost. The present value of the defined benefit obligation is based on expected future payments which arise from membership of the fund to the reporting date, calculated annually by independent actuaries using the projected unit credit method. Assumptions have been made as to expected future wage and salary levels, experience of employee departures and periods of service

Provisions in relation to employee benefits are as follows:

	2019 \$M	2018 \$M
Current		
Long service leave	47.7	41.1
Annual leave	40.5	39.6
Other employee entitlements	3.1	2.2
	91.3	82.9
Non-current		
Defined benefit plan liability	60.0	53.2
Long service leave	15.4	14.7
	75.4	67.9

Defined contribution funds

The Company contributes to a number of defined contribution funds on behalf of employees. Under current legislation, employees are able to choose the fund into which these contributions are made, and the Company pays contributions into the various funds in accordance with the employees' instructions. Contributions made to the funds were \$36.7 million (2018: \$34.1 million).

Victorian State Superannuation Fund

The Company also contributes on behalf of certain employees to defined benefit schemes that are part of the Victorian State Superannuation Fund ("VSSF"). Certain employees of V/Line Freight Corporation, which was acquired by Freight Victoria Limited (subsequently renamed Pacific National (Victoria) Limited) on 1 May 1999, elected to continue their membership of the defined benefit schemes at acquisition. Membership of the defined benefit schemes had been closed to new members prior to 1 May 1999. As at 30 June 2019, there were 13 (2018: 14) employees still in the defined benefit schemes.

The State Government of Victoria retains liability for investment risk in the VSSF while the Company's exposure is in relation to future contribution rates only. Contribution rates may increase above current rates where the level of salary and wage increases exceeds that assumed by the actuary. The level of contributions in respect of these funds is determined by the VSSF's board based on advice from the actuary. For accounting purposes, the State Government of Victoria recognises the unfunded superannuation liability in respect of the Emergency Services Superannuation Scheme ("ESSS") (of which the VSSF is a sub scheme) in its financial statements.

David Knox (BA, PhD, FIA, FIAA), the actuary who prepares the AASB 119 *Employee Benefits* liabilities for the State Government of Victoria, has advised that given the nature of the ESSS, the State Government of Victoria's commitment to the ESSS, the pooling of risk and the difficulties in reliably allocating the benefit liabilities and assets between entities, it is appropriate for the Company to use the defined contribution reporting approach available under the multi employer fund provisions of AASB 119. This approach is also consistent with the treatment of the Company's contribution in the calculation of the State Government of Victoria's balances.

Defined benefit funds

The Company is a sponsor of a number of pooled defined benefit funds relating to employees it took over from closed New South Wales public sector entities. The funds include the State Superannuation Scheme ("SSS"), the State Authorities Superannuation Scheme ("SASS") and the State Authorities Non-Contributory Superannuation Scheme ("SANCS"). These schemes are all defined benefit schemes and at least one component of the final benefit is derived from a multiple of member salary and years of membership. There were 263 (2018: 269) employees and former employees in these defined benefit funds as at 30 June 2019. In accordance with various trust deeds, where a deficit exists in the funds, the trustee may request additional contributions by employers in order to manage down the deficit over time. At the request of the trustee, the Company made additional contributions of \$10.0 million (2018: \$9.7 million) in the 2019 financial year. An additional contribution of \$10.2 million is forecast for the 2020 financial year.

6.1 Employee benefits and superannuation (continued)

In accordance with AASB 119, the Company reflects actuarial gains and losses, after tax, directly in other comprehensive income. Other gains and losses are reflected in the current period profit or loss.

All fund assets are invested at arm's length through independent fund managers.

	2019 \$M	2018 \$M
Fund assets comprise:		
Australian equities	33.5	34.8
Overseas equities	45.6	40.9
Australian fixed interest securities	9.2	8.4
Overseas fixed interest securities	7.9	5.2
Property	14.3	13.9
Cash	16.2	16.5
Other	42.3	37.1
	169.0	156.8
Movement in the present value of fund assets		
Balance at the beginning of the financial period	156.8	158.0
Contributions paid into the funds – employer	10.9	10.9
Contributions paid into the funds – plan participants	1.2	1.5
Benefits paid by the funds	(13.2)	(26.8)
Expected return on fund assets	6.6	6.3
Actuarial gains recognised in other comprehensive income	6.7	6.9
Balance at the end of the financial year	169.0	156.8
Movement in the present value of the defined benefit obligation		
Balance at the beginning of the financial year	210.0	220.2
Contributions paid into the funds	1.2	1.5
Benefits paid by the funds	(13.2)	(26.8)
Current service costs and interest	9.9	10.5
Actuarial losses recognised in other comprehensive income	21.1	4.6
Balance at the end of the financial year	229.0	210.0
Expenses recognised in the profit or loss		
Current service costs	1.4	1.8
Interest cost	8.4	8.7
Expected return on fund assets	(6.4)	(6.3)
Total included in employee benefits expense	3.4	4.2
Actual return on fund assets	6.7	6.9
Actuarial gains and losses recognised directly in other comprehensive income		
Balance at the beginning of the financial year	(89.9)	(91.5)
(Losses)/gains recognised directly in other comprehensive income	(14.4)	2.3
Tax thereon	4.3	(0.7)
Other comprehensive income, net of tax	(10.1)	1.6
Balance at the end of the financial year	(100.0)	(89.9)

6.1 Employee benefits and superannuation (continued)

	2019 % pa	2018 % pa
Actuarial assumptions		
Discount rate	3.2	4.1
Future salary increases	2.5	2.5
Rate of Consumer Price Index ("CPI") increase	2.5	2.5
Expected rate of return on assets	7.4	7.4

The sensitivity of the defined benefit obligation to changes in the significant assumptions is:

	Change in assumptions	2019 Impact on defined benefit obligation		2018 Impact on defined benefit obligation	
		\$M Increase	\$M Decrease	\$M Increase	\$M Decrease
Actuarial assumptions					
Discount rate	1.0%	(21.7)	26.6	(20.0)	24.8
Future salary increases	0.5%	8.3	(7.6)	5.7	(5.4)
Rate of Consumer Price Index ("CPI") increase	0.5%	3.9	(3.8)	5.6	(5.1)
Pensioner mortality	5.0%	(1.5)	2.7	(1.0)	1.0

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the statement of financial position.

Employer contributions

Employer contributions to the funds are based on recommendations by the funds' actuaries. Actuarial assessments are made on an annual basis and the last such assessment was conducted as at 30 June 2019.

6.1 Employee benefits and superannuation (continued)

Historical information

	SSS \$M	SASS \$M	SANCS \$M	Total \$M
2019				
Defined benefit obligation	(3.4)	(213.0)	(12.5)	(228.9)
Fund assets	8.2	137.1	23.6	168.9
Net surplus/(deficit)	4.8	(75.9)	11.1	(60.0)
Experience adjustments – fund liabilities	(0.1)	(1.0)	(0.4)	(1.5)
2018				
Defined benefit obligation	(2.8)	(194.7)	(12.5)	(210.0)
Fund assets	7.7	128.2	20.9	156.8
Net surplus/(deficit)	4.9	(66.5)	8.4	(53.2)
Experience adjustments – fund liabilities	(0.1)	(3.5)	(0.3)	(3.9)
2017				
Defined benefit obligation	(2.7)	(203.1)	(14.4)	(220.2)
Fund assets	7.2	131.1	19.7	158.0
Net surplus/(deficit)	4.5	(72.0)	5.3	(62.2)
Experience adjustments – fund liabilities	(0.1)	2.1	0.4	2.4
2016				
Defined benefit obligation	(3.1)	(238.9)	(18.7)	(260.7)
Fund assets	6.5	144.4	20.9	171.8
Net surplus/(deficit)	3.4	(94.5)	2.2	(88.9)
Experience adjustments – fund liabilities	0.1	0.8	0.4	1.3
2015				
Defined benefit obligation	(2.5)	(236.6)	(21.3)	(260.4)
Fund assets	6.5	158.9	21.8	187.2
Net surplus/(deficit)	4.0	(77.7)	0.5	(73.2)
Experience adjustments – fund liabilities	(0.1)	2.3	(1.9)	0.3
2014				
Defined benefit obligation	(3.2)	(281.8)	(27.6)	(312.6)
Fund assets	5.9	164.5	21.4	191.8
Net surplus/(deficit)	2.7	(117.3)	(6.2)	(120.8)
Experience adjustments – fund liabilities	0.6	(14.0)	(0.9)	(14.3)

7. Other

This section provides information that is not directly related to specific line items in the financial statements, including information about related party transactions, auditor's remuneration, events after the reporting period and other statutory information.

7.1 Related parties

Accounting policy

All undertakings with related parties are on an arm's length basis and recognised in line with accounting standards.

(a) Parent and ultimate controlling party

On implementation of the Scheme on 19 August 2016, all of Pacific National Holdings Pty Ltd's shares were acquired by Australian Logistics Acquisition Investments Pty Limited ("ALAI"). As a result, the new ultimate controlling entity of the Group is ALAH.

(b) Key management personnel compensation

Key management personnel compensation comprised the following:

	2019 \$000	2018 \$000
Remuneration elements		
Short-term employee benefits	15,424.7	10,642.3
Post-employment benefits	179.4	164.6
Other long-term employee benefits	95.1	156.7
Termination payments	—	644.5
Total remuneration	15,699.2	11,608.1

(c) Transactions with related parties

During the financial year, the Company made a return of capital of \$506.2 million (2018: \$nil) to ALAI. The Company did not declare or pay any dividends to ALAI during the financial year (2018: \$160.4 million). As at 30 June 2019 ALAI had a liability of \$117.5 million (30 June 2018: \$72.3 million) for tax payable to ALAH by the ALAH tax group.

7.2 Auditor's remuneration

KPMG is the auditor of Pacific National Holdings Pty Ltd. Amounts received or due and receivable by KPMG are detailed below:

	2019 \$000	2018 \$000
Audit services		
Audit and review of financial reports	790.9	697.3
Other services		
Other assurance related services	88.5	101.8
	879.4	799.1

7.3 Parent

As at, and throughout the 2019 financial year, the parent company of Pacific National was Pacific National Holdings Pty Ltd.

	2019 \$M	2018 \$M
Result of the Parent		
Profit/(loss) after tax	50.5	(161.9)
Financial position		
Current assets	184.9	195.8
Non-current assets	6,273.0	6,145.9
Total assets	6,457.9	6,341.7
Current liabilities	47.9	49.4
Non-current liabilities	3,529.2	2,955.7
Total liabilities	3,577.1	3,005.1
Net assets	2,880.8	3,336.6
Equity		
Contributed equity	6,148.8	6,655.0
Reserves	(88.2)	(88.2)
Accumulated losses	(3,179.8)	(3,230.2)
Total equity	2,880.8	3,336.6

The Parent has net current assets of \$137.0 million as at 30 June 2019 (30 June 2018: \$146.4 million).

Return of Capital

The Parent made a return of capital of \$506.2 million during the financial year (2018: \$nil).

Capital commitments for acquisition of property, plant and equipment

The Parent did not have any capital commitments for acquisition of property, plant and equipment at 30 June 2019 or 30 June 2018.

Capital guarantees in respect of debts of certain subsidiaries

The Parent has entered into a deed of cross guarantee with the effect that the Parent guarantees debts in respect of wholly owned subsidiaries. Under the deed of cross guarantee, the subsidiaries provide financial security to the Parent.

Further details of the deed of cross guarantee and the wholly owned subsidiaries subject to the deed, are disclosed in note 5.2.

Parent contingent liabilities

There are no contingent liabilities in the Parent.

The contributed equity in the Parent differs to the contributed equity in the consolidated financial statements due to the elimination of the treasury shares and the corporatisation adjustment which arose from the acquisition of the Asciano Finance Trust.

7.4 Events subsequent to the reporting date

There has not arisen in the period between 30 June 2018 and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Board, to affect significantly the operations of Pacific National, the results of those operations, or the state of affairs of Pacific National in future financial years.

Directors' declaration

For the year ended 30 June 2019

In the opinion of the Directors of Pacific National Holdings Pty Ltd:

- (a) the consolidated financial statements and notes set out on pages 8 to 65 are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Group's financial position as at 30 June 2019 and of its performance for the financial year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- (c) there are reasonable grounds to believe that the Company and the group entities identified in Note 5.2 will be able to meet any obligations or liabilities to which they are or may become subject to by virtue of the deed of cross guarantee between the Company and those group entities pursuant to *ASIC Corporations (Wholly owned Companies) Instrument 2016/785*.

The Directors draw attention to note 1 to the consolidated financial statements, which includes a statement of compliance with IFRS.

Signed in accordance with a resolution of the Directors:



Russell Smith

Chairman

21 August 2019



Dean Dalla Valle

Chief Executive Officer

21 August 2019



Independent Auditor's Report

To the shareholders of Pacific National Holdings Pty Ltd

Opinion

We have audited the **Financial Report** of Pacific National Holdings Pty Ltd (the Company).

In our opinion, the accompanying Financial Report of the Company is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Company's financial position as at 30 June 2019 and of its financial performance for the year ended on that date; and
- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises:

- Consolidated statement of financial position as at 30 June 2019
- Consolidated statement profit and loss, Consolidated statement of comprehensive income, Consolidated statement of changes in equity, and Consolidated statement of cash flows for the year then ended
- Notes including a summary of significant accounting policies
- Directors' Declaration.

The **Group** consists of the Company and the entities it controlled at the year-end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Company in accordance with the *Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with the Code.

Other Information

Other Information is financial and non-financial information in Pacific National Holdings Pty Ltd's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon.



In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- assessing the Company's ability to continue as a going concern. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at:

http://www.auasb.gov.au/auditors_responsibilities/ar3.pdf. This description forms part of our Auditor's Report.

KPMG

Steve Gatt
Partner
Sydney
21 August 2019